

ATHENAHEALTH INC
Form SC 13G/A
February 17, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*
ATHENAHEALTH, INC.**

(Name of Issuer)
COMMON STOCK

(Title of Class of Securities)
04685W 10 3

(CUSIP Number)
December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 04685W103

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NAME OF REPORTING PERSON

1

Venrock Associates

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) p¹

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York, United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,945,023²

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

1,945,023²

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,945,023²

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.9%³

TYPE OF REPORTING PERSON*

12

PN

¹ Venrock Associates, Venrock Associates II, L.P., Venrock Entrepreneurs Fund, L.P. and Venrock Management, LLC, the general partner of Venrock Entrepreneurs Fund, L.P., are members of a group for purposes of this Schedule 13G.

² Consists of (i) 763,159 shares of common stock owned by Venrock Associates; (ii) 1,098,176 shares of common stock owned by Venrock Associates II, L.P.; and (iii) 83,688 shares of common stock owned by Venrock Entrepreneurs Fund, L.P. Venrock Management, LLC is the general partner of Venrock Entrepreneurs Fund, L.P.

³ This percentage is calculated based upon 33,180,624 shares of the Issuer's common stock outstanding as of November 5, 2008, as set forth in the Issuer's most recent Form 10-Q for the quarter ended September 30, 2008, filed with the Securities and Exchange Commission on November 7, 2008.

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NAME OF REPORTING PERSON

1

Venrock Associates II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) p¹

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York, United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,945,023²

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

1,945,023²

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9

1,945,023²

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10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.9%³

TYPE OF REPORTING PERSON*

12

PN

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NAME OF REPORTING PERSON

1

Venrock Entrepreneurs Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York, United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,945,023²

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

8

1,945,023²

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1,945,023²

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o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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5.9%³

TYPE OF REPORTING PERSON*

12

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NAME OF REPORTING PERSON

1

Venrock Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) p¹

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,945,023²

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

1,945,023²

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,945,023²

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.9%³

TYPE OF REPORTING PERSON*

12

OO

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³ This percentage is calculated based upon 33,180,624 shares of the Issuer's common stock outstanding as of November 5, 2008, as set forth in the Issuer's most recent Form 10-Q for the quarter ended September 30, 2008, filed with the Securities and Exchange Commission on November 7, 2008.

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Introductory Note: This Statement on Schedule 13G is filed on behalf of Venrock Associates, a limited partnership organized under the laws of the State of New York (Venrock), Venrock Associates II, L.P., a limited partnership organized under the laws of the State of New York (Venrock II), Venrock Entrepreneurs Fund, L.P., a limited partnership organized under the laws of the State of New York (Entrepreneurs Fund) and Venrock Management, LLC, a limited liability company organized under the laws of the State of Delaware (Venrock Management) and collectively with Venrock, Venrock II and Entrepreneurs Fund, the Venrock Entities) in respect of shares of common stock of athenahealth, Inc.

Item 1(a) Name of Issuer:

athenahealth, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

311 Arsenal Street
Watertown, MA 02472

Item 2(a) Name of Person Filing:

Venrock Associates
Venrock Associates II, L.P.
Venrock Entrepreneurs Fund, L.P.
Venrock Management, LLC

Item 2(b) Address of Principal Business Office or, if none, Residence:

New York Office:

530 Fifth Avenue
22nd Floor
New York, NY 10036

Palo Alto Office:

3340 Hillview Avenue
Palo Alto, CA 94304

Cambridge Office:

55 Cambridge Parkway
Suite 100
Cambridge, MA 02142

Item 2(c) Citizenship:

Each of Venrock, Venrock II and Entrepreneurs Fund are limited partnerships organized in the State of New York. Venrock Management is a limited liability company organized under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number

04685W 10 3

Item 3 Not applicable.

Item 4 Ownership

(a) and (b)

Venrock beneficially owns 763,159 shares of common stock, or 2.3% of the outstanding shares of common stock. Venrock II beneficially owns 1,098,176 shares of common stock, or 3.3% of the outstanding shares of common stock.

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Entrepreneurs Fund beneficially owns 83,688 shares of common stock, or 0.2% of the outstanding shares of common stock.

(c)

Each of the Venrock Entities has sole power to vote or to direct the vote of no shares of the common stock, sole power to dispose or to direct the disposition of no shares of the common stock, shared power to vote or to direct the vote of 1,945,023 shares of the common stock and shared power to dispose or to direct the disposition of 1,945,023 shares of the common stock.

Item 5 Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

This Schedule is being filed pursuant to Rule 13d-1(d). The identities of each of the Venrock Entities are stated in Item 2(a).

Item 9 Notice of Dissolution of Group:

Not applicable.

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Item 10 Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 17, 2009

VENROCK ASSOCIATES

By: /s/ David L. Stepp
Name: David L. Stepp
Title: Authorized Signatory

VENROCK ASSOCIATES II, L.P.

By: /s/ David L. Stepp
Name: David L. Stepp
Title: Authorized Signatory

VENROCK ENTREPRENEURS FUND, L.P.

By: Venrock Management, LLC
Its: General Partner

By: /s/ David L. Stepp
Name: David L. Stepp
Title: Authorized Signatory

VENROCK MANAGEMENT, LLC

By: /s/ David L. Stepp
Name: David L. Stepp
Title: Authorized Signatory

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EXHIBIT INDEX

Exhibit No.

99.1 Agreement pursuant to Rule 13d-1(k)(1) among Venrock Associates, Venrock Associates II, L.P., Venrock Entrepreneurs Fund, LP. and Venrock Management, LLC.