



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 26, 2010, the compensation committee of the Board of Directors of athenahealth, Inc. (the “Company”) approved a grant of restricted stock units (“RSUs”) to an executive officer under the Company’s 2007 Stock Option and Incentive Plan. Each RSU represents the right to receive one share of the Company’s common stock on the vesting date of that RSU. Typically, 25% of the RSUs in each award vest on each of the first four anniversaries of the vesting start date. Any unvested RSUs are immediately and automatically forfeited and returned to the Company upon the termination of employment or cessation of service. The compensation committee also approved and adopted the form of a RSU Award Agreement, which is attached as Exhibit 10.1 hereto and is incorporated by reference herein.

On February 1, 2010, Timothy M. Adams received an option to purchase 90,000 shares of the Company’s common stock and 40,000 restricted stock units in connection with his appointment as the Company’s Chief Financial Officer and Senior Vice President. The stock option and restricted stock units vest as to 25% of those grants on each anniversary of the vesting start date, January 11, 2010.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<i>Exhibit No.</i>	<i>Description</i>
10.1	Form of Restricted Stock Unit Award Agreement

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**athenahealth, Inc.**  
(Registrant)

**February 1, 2010**    */s/ DANIEL H. ORENSTEIN*  
Daniel H. Orenstein  
*VP, General Counsel, and Secretary*

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**EXHIBIT INDEX**

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