

ATHENAHEALTH INC  
Form 8-K  
June 11, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) June 10, 2015

athenahealth, Inc.

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-33689                   | 04-3387530                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 311 Arsenal Street, Watertown, MA        | 02472      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: 617-402-1000

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of shareholders of athenahealth, Inc. (“athenahealth”) held on June 10, 2015 (the “Annual Meeting”), athenahealth’s shareholders voted on the following matters: (1) to elect two directors, Jacqueline B. Kosecoff and David E. Robinson, to serve as Class II directors for a term of three years and until their successors are duly elected and qualified, subject to their earlier resignation or removal; (2) to ratify the appointment of Deloitte & Touche LLP as athenahealth’s independent registered public accounting firm for the fiscal year ending December 31, 2015; and (3) to hold an advisory vote to approve the compensation of our named executive officers.

The votes cast by athenahealth shareholders on each of the foregoing proposals were as follows:

Proposal 1 - Election of Directors

| Nominee                | For        | Withheld  | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Jacqueline B. Kosecoff | 34,470,287 | 218,124   | 2,198,027        |
| David E. Robinson      | 27,150,856 | 7,537,555 | 2,198,027        |

Additionally, Amy Abernethy, Jonathan Bush, Brandon Hull, Dev Ittycheria, and John A. Kane continued to serve as directors after the Annual Meeting.

|  | For        | Against   | Abstentions | Broker Non-Votes |
|--|------------|-----------|-------------|------------------|
| Proposal 2 - Ratification of Appointment of Independent Auditors | 36,676,984 | 203,249   | 6,205       | —                |
| Proposal 3 - Advisory Vote on Executive Compensation             | 27,585,093 | 6,822,978 | 280,340     | 2,198,027        |

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)

June 11, 2015

/s/ DANIEL H. ORENSTEIN  
Daniel H. Orenstein  
SVP, General Counsel, and Secretary