

ATHENAHEALTH INC  
Form 8-K  
June 08, 2012

**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 7, 2012**

**athenahealth, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33689**  
(Commission  
File Number)

**04-3387530**  
(IRS Employer  
Identification No.)

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311 Arsenal Street, Watertown, MA

(Address of principal executive offices)

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

02472

(Zip Code)

(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))

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

At the annual meeting of stockholders of athenahealth, Inc. (the Company) held on June 7, 2012 (the Annual Meeting), the Company's stockholders approved an amendment and restatement of the athenahealth, Inc. 2007 Stock Option and Incentive Plan (as amended and restated, the Amended Plan). On April 24, 2012, the Board of Directors of the Company approved and adopted the Amended Plan, subject to stockholder approval. The Amended Plan became effective as of the Annual Meeting date.

The Amended Plan includes: (1) an increase in the number of shares of the Company's common stock available for issuance by 1,850,000 shares; (2) a change in the rate at which the share reserve is reduced for certain full value stock awards; (3) a new minimum period for a performance cycle for cash based awards; (4) additional performance criteria; (5) revised share counting provisions so that shares underlying awards other than stock options and stock appreciation rights may be withheld to satisfy tax withholding obligations and reissued; and (6) an extended term through April 23, 2022.

The foregoing summary of the Amended Plan is qualified in its entirety by reference to the full text of the Amended Plan, a copy of which is attached as Appendix A to the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 26, 2012, which Appendix A is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the stockholders of the Company voted on the following matters: (1) to elect two directors, James L. Mann 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 the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012; (3) to approve an amendment and restatement of the 2007 Stock Option and Incentive Plan; and (4) to hold an advisory vote to approve executive compensation.

The votes cast by the stockholders of the Company on each of the foregoing proposals were as follows:

**Proposal 1 Election of Directors**

| Director Nominee  | For        | Withheld | Broker Non-Votes |
|-------------------|------------|----------|------------------|
| James L. Mann     | 31,492,242 | 201,894  | 2,218,248        |
| David E. Robinson | 31,043,141 | 650,995  | 2,218,248        |

Additionally, Jonathan Bush, Brandon Hull, Dev Ittycheria, John A. Kane, Ruben J. King-Shaw, Jr., and William Winkenwerder, Jr. continued to serve as directors after the Annual Meeting.

**Proposal 2 Ratification of Appointment of Independent Auditors**

| For        | Against | Abstentions |
|------------|---------|-------------|
| 33,660,470 | 251,629 | 285         |

**Proposal 3 Approval of Amended and Restated 2007 Stock Option and Incentive Plan**

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 27,674,083 | 4,016,833 | 3,220       | 2,218,248        |

**Proposal 4 Advisory Vote on Executive Compensation**

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 29,510,554 | 2,181,710 | 1,872       | 2,218,248        |

**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.

**June 8, 2012**

**athenahealth, Inc.**  
(Registrant)

**/s/ DANIEL H. ORENSTEIN**  
Daniel H. Orenstein

*SVP, General Counsel, and Secretary*