



**Item 2.02 Results of Operations and Financial Condition.**

On February 4, 2010, athenahealth, Inc. issued a press release announcing an update on its calculation of non-GAAP Adjusted Net Income. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

The information in this report, including Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<i>Exhibit No.</i>	<i>Description</i>
99.1	Press release issued by athenahealth, Inc. on February 4, 2010, furnished herewith.

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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 4, 2010**    **/s/ TIMOTHY M. ADAMS**  
Timothy M. Adams  
*CFO & SVP*

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**EXHIBIT INDEX**

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