

ATHENAHEALTH INC  
Form DEFA14A  
April 24, 2009

**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**IMPORTANT NOTICE** Regarding the Availability of Proxy Materials

***ATHENAHEALTH INC***

*athenahealth, Inc.*  
*311 Arsenal Street*  
*Watertown, MA 02472*

**Meeting Information**

|   |                          |
|---|--------------------------|
| <b>Meeting Type:</b>  | Annual Meeting           |
| <b>For holders as of:</b>                                       | April 15, 2009           |
| <b>Date:</b> June 11, 2009                                      | <b>Time:</b> 5:00 PM EST |
| <b>Location:</b> 400 North Beacon Street<br>Watertown, MA 02472 |                          |

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Combined Document

**How to View Online:**

Have the 12-Digit Control Number available (located on the following page) and visit: *www.proxyvote.com*.

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 28, 2009 to facilitate timely delivery.

**How To Vote**

Please Choose One of The Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com*. Have the 12 Digit Control Number available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting items**

**The Board of Directors recommends that you vote FOR the following:**

**1. Election of Directors**

**Nominees**

01) Richard N. Foster      02) Ann H. Lamont      03) James L. Mann

The Board of Directors recommends you vote FOR the following proposal (s):

**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, 2009.

**NOTE:** The purpose of the meeting is also to transact such other business as may properly come before the meeting or at any and all adjournments or postponements thereof. The proposal for the election of directors relates solely to the election of Class II directors nominated by the Board of Directors and does not include any other matters relating to the election of directors, including, without limitation, the election of directors nominated by any stockholder of the Company.

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