

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

DIVISION OF CORPORATION FINANCE

September 25, 2013

<u>Via E-mail</u> Timothy M. Adams Chief Financial Officer athenahealth, Inc. 311 Arsenal Street Watertown, Massachusetts 02472

> Re: athenahealth, Inc. Form 10-K for the Fiscal Year Ended December 31, 2012 Filed February 11, 2013 File No. 001-33689

Dear Mr. Adams:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Andrew D. Mew

Andrew D. Mew Accounting Branch Chief

cc: Dan Orenstein, Office of Counsel