

EPOCRATES INC
Form 4
March 15, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EPOCRATES INC [EPOC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12-04:00/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/12-04:00/2013		U		2,765,754	D	2 0
						I	See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Option (right to buy)	\$ 10.17	03/12-04:00/2013		J ⁽⁵⁾	15,720	⁽³⁾ 12/16-05:00/2019	Common Stock
Stock Option (right to buy)	\$ 13.36	03/12-04:00/2013		J ⁽⁵⁾	3,930	⁽⁴⁾ 10/27-04:00/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282				
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282				

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 03/15-04:00/2013

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 03/15-04:00/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- (1) Pursuant to an agreement and plan of merger, dated as of January 7, 2013 (the "Merger Agreement"), among Epocrates, Inc. ("the Company"), athenahealth, Inc. ("athenahealth"), and Echo Merger Sub, Inc., a wholly-owned subsidiary of athenahealth, each share of

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common stock, par value \$0.001 per share (the "Common Stock") of the Company issued and outstanding immediately prior to the effective time of the merger was converted into the right to receive \$11.75 in cash, without interest and less any applicable withholding taxes (the "Merger").

- (3) On December 17, 2009, 15,720 stock options were granted to Darren W. Cohen, a managing director of Goldman Sachs who at the time of the grant was a director of the Company (the "Former Director"), pursuant to the Epocrates, Inc. 2008 Equity Incentive Plan (the "Plan"). The 15,720 shares subject to the stock option are fully vested and exercisable.

- (4) On October 28, 2010, 15,720 stock options were granted to the Former Director pursuant to the Plan. Upon the Former Director's resignation as a director of the Company, 11,790 of the stock options were cancelled. The remaining 3,930 shares subject to the stock option are fully vested and exercisable.

- (5) As set forth in the Merger Agreement, athenahealth assumed all outstanding options and restricted stock unit awards under the Plan. Each outstanding option and restricted stock unit award will be exercisable or will be settled upon the same terms and conditions as under the Plan, except that each option will be exercisable for, and each restricted stock unit will be converted into the right to receive, 0.1239 shares of athenahealth's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.