

MAGELLAN HEALTH INC

Form 4

March 07, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kamal Mostafa

2. Issuer Name **and** Ticker or Trading
Symbol
MAGELLAN HEALTH INC
[MGLN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
15950 NORTH 76TH
STREET, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CEO, Magellan Rx Management

SCOTTSDALE, AZ 85260

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount (A) or (D) | Price | | |
| Ordinary Common Stock, \$0.01 par value | 03/05/2017 | | M ⁽¹⁾ | 29 | A | \$ 0 ⁽²⁾ | 235 | D |
| Ordinary Common Stock, \$0.01 par value | 03/05/2017 | | F ⁽³⁾ | 11 | D | \$ 67.3 ⁽⁴⁾ | 224 | D |
| | 03/05/2017 | | M ⁽⁵⁾ | 115 | A | | 339 | D |

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| | | | | | | | | |
|---|------------|------|----|---|--|-------------------|-----|---|
| Ordinary Common Stock, \$0.01 par value | | | | | | \$ 0 (2) | | |
| Ordinary Common Stock, \$0.01 par value | 03/05/2017 | F(3) | 44 | D | | \$ 67.3 (4) | 295 | D |

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 number.

SEC 1474
(9-02)

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

| 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 of Underlying Securities (Instr. 3 and 4) | 8. Pri Deriv Secur (Instr | | |
|---|---|---|---|---|--|--|---|------------------------------------|--|------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/05/2017 | | M ⁽¹⁾ | 29 | 03/05/2017 | ⁽²⁾ | Common Stock | 29 | \$ 0 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/05/2017 | | M ⁽⁵⁾ | 115 | 03/05/2017 | ⁽²⁾ | Common Stock | 115 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kamal Mostafa 15950 NORTH 76TH STREET SUITE 200 | | | CEO, Magellan Rx Management | |

SCOTTSDALE, AZ 85260

Signatures

/s/ Mostafa

Kamal

03/07/2017

 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).
- (1) This transaction represents the vesting of 29 shares postponed from 2016. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.
- (2) Not applicable.
- (3) Represents the portion of shares withheld by the Company in order to pay taxes.
- (4) Closing price on NASDAQ on March 6, 2017.
- (5) This transaction represents the vesting of shares postponed from 2016 and the shares scheduled to vest in 2017 . Each Restricted Stock Unit represents a contingent right to receive one share of Magellan 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.