

MAGELLAN HEALTH INC
 Form 4
 March 16, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GREGOIRE DANIEL N

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)
 55 NOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 General Counsel and Secretary

AVON, CT 06001

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Ordinary Common Stock, \$0.01 par value	03/12/2015		X ⁽¹⁾		1,143	A	\$ 41.47 12,594
Ordinary Common Stock, \$0.01 par value	03/12/2015		S ⁽¹⁾		1,143	D	\$ 66.15 11,451
Ordinary Common Stock	03/13/2015		X ⁽¹⁾		8,622	A	\$ 41.47 20,073

Stock,
\$0.01 par
value

Ordinary
Common

Stock,	03/13/2015		<u>S</u> ⁽¹⁾	8,622	D	\$	66.215	11,451	D
\$0.01 par value						<u>(2)</u>			

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

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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 41.47	03/12/2015		<u>X</u> ⁽¹⁾	1,143	<u>(3)</u> 03/05/2018	Common Stock	1,143
Stock Option (right to buy)	\$ 41.47	03/13/2015		<u>X</u> ⁽¹⁾	8,622	<u>(3)</u> 03/05/2018	Common Stock	8,622

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREGOIRE DANIEL N 55 NOD ROAD AVON, CT 06001			General Counsel and Secretary	

Signatures

/s/ Daniel N.
Gregoire

03/16/2015

**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 was effectuated pursuant to a Rule 10b-5-1 Plan.

(2) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$66.18 to \$66.265, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide staff of the SEC, the issuer, or a stockholder of the issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.

(3) All of the stock options in this tranche have vested in full.

(4) Not applicable.

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. ck 2px solid; BORDER-BOTTOM: black 2px solid">

	No. of shares
Issued shares as a % of existing issued share capital before relevant share issue (Notes 4, 6 and 7)	
Issue price per share (Notes 1 and 7)	
Closing market price per share of the immediately preceding business day (Note 5)	
% discount/ premium of issue price to market price (Note 7)	
Opening balance as at (Note 2) 30 November 2009	4,737,375,000
(Note 3) Issue and subscription of 1,350,000,000 new A Shares on 23 December 2009	1,350,000,000
17.44% RMB4.75 RMB5.72	
16.96% discount Share repurchases	
N/A N/A	
Closing balance as at (Note 8) 23 December 2009	

For Main Board listed issuers

Notes to Section I:

1. Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.
 2. Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to rule 13.25A or Monthly Return pursuant to rule 13.25B, whichever is the later.
 3. Please set out all changes in issued share capital requiring disclosure pursuant to rule 13.25A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.
 4. The percentage change in the listed issuer's issued share capital is to be calculated by reference to the listed issuer's total issued share capital (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.
 5. Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".
 6. In the context of a repurchase of shares:
§ "issues of shares" should be construed as "repurchases of shares"; and
§ "issued shares as a % of existing issued share capital before relevant share issue" should be construed as "repurchased shares as a % of existing issued share capital before relevant share repurchase".
 7. In the context of a redemption of shares:
§ "issues of shares" should be construed as "redemptions of shares";
§ "issued shares as a % of existing issued share capital before relevant share issue" should be construed as "redeemed shares as a % of existing issued share capital before relevant share redemption"; and
§ "issue price per share" should be construed as "redemption price per share".
 8. The closing balance date is the date of the last relevant event being disclosed.
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For Main Board listed issuers

II.

A. Purchase report

Trading date	Number of securities purchased	Method of purchase (Note)	Price per share or highest price paid \$	Lowest price paid \$	Total paid \$
N/A	N/A	N/A	N/A	N/A	N/A
Total	N/A				N/A

B. Additional information for issuer whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution)
2. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with t

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For Main Board listed issuers

Note to Section II: Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

Submitted by: LUO ZHUPING
(Name)

Title: DIRECTOR AND COMPANY SECRETARY
(Director, Secretary or other duly authorised officer)
