

MAGELLAN HEALTH INC  
Form 4  
March 07, 2017

**FORM 4**

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

OMB APPROVAL

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

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 \*  
Rubin Jonathan 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)  
03/05/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

AVON, CT 06001  
  
(City) (State) (Zip)

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

**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 <sup>(1)</sup>		1,903	A	\$ 0 (2)	22,024	D	
Ordinary Common Stock, \$0.01 par value	03/05/2017		F <sup>(3)</sup>		674	D	\$ (4)	67.3	21,350	D
Ordinary Common	03/05/2017		M <sup>(5)</sup>		3,456	A	\$ 0 (2)		24,806	D

Stock,  
\$0.01 par  
value

Ordinary  
Common

Stock,	03/05/2017	F <sup>(3)</sup>	1,184	D	\$	23,622	D
\$0.01 par value					<u>(4)</u>		

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. De	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Units	\$ 0 <sup>(2)</sup>	03/05/2017		M <sup>(1)</sup>	1,903	03/05/2017	<sup>(2)</sup>	Common Stock	1,903
Restricted Stock Units	\$ 0 <sup>(2)</sup>	03/05/2017		M <sup>(5)</sup>	3,456	03/05/2017	<sup>(2)</sup>	Common Stock	3,456

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Jonathan N 55 NOD ROAD AVON, CT 06001			Chief Financial Officer	

## Signatures

/s/ Jonathan N.  
Rubin

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 1903 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.