

MAGELLAN HEALTH SERVICES INC  
Form 8-K  
November 10, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported):

**November 10, 2005**

**Magellan Health Services, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-6639**  
(Commission File  
Number)

**58-1076937**  
(IRS Employer  
Identification No.)

**55 Nod Road**  
**Avon, Connecticut**  
(Address of Principal Executive Offices)

**06001**  
(Zip Code)

Registrant's telephone number, including area code: **(860) 507-1900**

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N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

Magellan Health Services, Inc. (the Company ), entered into an Underwriting Agreement dated November 3, 2005 (the Underwriting Agreement ), by and among the Company, Magellan Holdings L.P. and J.P. Morgan Securities Inc., as underwriter, in connection with the sale of stock by affiliates of Onex Corporation and as required under a Registration Rights Agreement dated January 5, 2004. The offering closed on November 9, 2005. The Company did not receive any of the proceeds of the sale. A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto.

**Item 9.01. Financial Statements and Exhibits**

**(c) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated November 3, 2005, by and among the Company, Magellan Holdings L.P and J.P. Morgan Securities Inc., as underwriter. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MAGELLAN HEALTH SERVICES, INC.

By: /s/ Mark S. Demilio  
Name: Mark S. Demilio  
Title: Executive Vice President and Chief financial Officer

Dated: November 10, 2005

**Exhibit Index**

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