

Kamal Mostafa
Form 4
March 06, 2019

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 *
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)

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

(Last) (First) (Middle)

15950 NORTH 76TH STREET, SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2019

SCOTTSDALE, AZ 85260

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)

1. Title of Derivative Security	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (right to buy)	\$ 66.57	03/05/2019	A		40,808		<u>(1)</u>	03/05/2029	Common Stock
Performance-Based Restricted Stock Units	\$ 0 <u>(2)</u>	03/05/2019	A		10,679		03/05/2022	<u>(3)(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kamal Mostafa 15950 NORTH 76TH STREET SUITE 200 SCOTTSDALE, AZ 85260			CEO, Magellan Rx Management	

Signatures

/s/ Mostafa
Kamal 03/06/2019

**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) Options vest and become exercisable in one third increments on March 5th of each of 2020, 2021 and 2022.
- (2) Not applicable.

(3) On the third anniversary of the grant date, Performance-Based Restricted Stock Units ("PSUs") vest based on achievement of total shareholder return ("TSR") performance over a three-year period beginning in 2019 and ending with 2022. Payout for vested PSUs ranges from 0% to 200% of the indicated number of shares, based on the Company's TSR percentile ranking compared to the TSR of the companies included in the selected market index. TSR is measured generally as the increase or decrease in the market value of the Company common stock with a deemed reinvestment of any dividends. If a participant terminates employment prior to the third anniversary of the grant date, the PSUs generally will be forfeited. PSUs have no voting rights and are generally non-transferable. The indicated number of PSUs assumes 100% vesting, and the actual number of shares issued in settlement of the PSUs may be greater or less than the indicated number.

- (4) (Continuation of Footnote 3) - Since the payout for PSUs can range from 0% to 200%, the maximum number of shares that could vest and be issued could be double the indicated number.

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.