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MAGELLAN HEALTH SERVICES INC
Form 8-K
May 20, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported):
May 16, 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.) |
|---|---------------------------------------|--|

| | |
|---|---------------------|
| 16 Munson Road Farmington, Connecticut (Address of Principal Executive Offices) | 06032 (Zip Code) |
|---|---------------------|

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

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))

Item 8.01. Other Events.

On May 16, 2005, in connection with the secondary offering previously announced, Magellan Health Services, Inc. (the "Company"), entered into an Underwriting Agreement (the "Underwriting Agreement"), by and among the Company, Magellan Holdings LP, Morgan Noble LLC and J.P. Morgan Securities Inc., as representative

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of the several underwriters listed on Schedule I thereto. The offering closed on May 20, 2005. The Company did not receive any of the proceeds of the sales. A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 1.1 | Underwriting Agreement, dated May 16, 2005, by and among the Company, Magellan Holdings LP, Morgan Noble LLC and J.P. Morgan Securities Inc., as representative of the several underwriters listed on Schedule I thereto. |

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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: May 20, 2005

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Exhibit Index -----

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 1.1 | Underwriting Agreement, dated May 16, 2005, by and among the Company, Magellan Holdings LP, Morgan Noble LLC and J.P. |

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Morgan Securities Inc., as representative of the several underwriters listed on Schedule I thereto.