

MAGELLAN HEALTH INC  
Form 8-K  
May 11, 2016

**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 11, 2016**

**MAGELLAN HEALTH, INC.**

(Exact Name of Registrant as Specified in Charter)

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

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

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

**4800 N. SCOTTSDALE RD, SUITE 4400**  
**SCOTTSDALE, ARIZONA**  
(Address of Principal Executive Offices)

**85251**  
(Zip Code)

Registrant's telephone number, including area code: **(602) 572-6050**

N/A

## Edgar Filing: MAGELLAN HEALTH INC - Form 8-K

(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENT OF CERTAIN OFFICERS.**

On May 11, 2016, Magellan Health, Inc. ( Magellan ) and Jonathan N. Rubin, Chief Financial Officer of Magellan, agreed to an amendment to Mr. Rubin's employment agreement to remove a provision that entitled Mr. Rubin to receive a tax gross-up payment to cover excise taxes, if any, that would be payable by Mr. Rubin as a result of a change in control of Magellan. A copy of the amendment has been filed with this Form 8-K.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits**

(a) Financial Statements of business acquired: Not applicable.

(b) Pro forma financial information: Not applicable.

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment to Employment Agreement dated May 10, 2016 between the Company and Jonathan N. Rubin.

**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, INC.**

Date: May 11, 2016

By: /s/ Jonathan N. Rubin

Name:

Jonathan N. Rubin

Title:

Executive Vice President and  
Chief Financial Officer