

Kamal Mostafa
 Form 4
 September 11, 2017

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)

(Last) (First) (Middle)
 15950 NORTH 76TH STREET, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/08/2017

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

SCOTTSDALE, AZ 85260

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Ordinary Common Stock, \$0.01 par value | 09/08/2017 | | X ⁽¹⁾ | 6,267 A | \$ 60.55 | 6,267 | D |
| Ordinary Common Stock, \$0.01 par value | 09/08/2017 | | S ⁽¹⁾ | 6,267 D | \$ 81.5252 | 0 | D |

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

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(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. Fair Market Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option (right to buy) | \$ 60.55 | 09/08/2017 | | X ⁽¹⁾ | 6,267 | ⁽³⁾ 08/03/2025 | Common Stock | 6,267 |

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 09/11/2017

**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 was effectuated pursuant to a Rule 10b-5-1 Plan.
 - (2) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$81.00 to \$81.90, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide staff of the SEC, the issuer, or a stockholder of the issuer, upon request, the number of shares sold by the Reporting Person at each

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separate price within the range.

- (3) Of the 41,700 stock options remaining in this tranche, 26,066 are currently vested and available. The remainder of 16,667 options shall vest on August 3, 2018.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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