

AMAG PHARMACEUTICALS INC.  
Form 8-K  
July 31, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **July 29, 2015**

**AMAG PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-10865**  
(Commission File Number)

**04-2742593**  
(IRS Employer Identification No.)

**1100 Winter Street**  
**Waltham, Massachusetts**  
(Address of principal executive offices)

**02451**  
(Zip Code)

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(617) 498-3300

(Registrant's telephone number, including area code)

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:

- 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 1.01**

**Entry into a Material Definitive Agreement**

On July 30, 2015, AMAG Pharmaceuticals, Inc. (the *Company*) entered into an Underwriting Agreement (the *Underwriting Agreement*) with Jefferies LLC and Barclays Capital Inc., as representatives of the underwriters named therein (collectively, the *Underwriters*), relating to the public offering (the *Offering*) of 3,150,000 shares of the *Company*'s common stock, par value \$0.01 per share (the *Common Stock*), at a price to the public of \$63.75 per share (the *Offering Price*), less underwriting discounts and commissions. The net proceeds to the *Company* from the sale of the *Common Stock*, after deducting the underwriting discounts and commissions and other estimated offering expenses payable by the *Company*, will be approximately \$189.6 million. The *Offering* is expected to close on or about August 5, 2015, subject to the satisfaction of customary closing conditions. The *Company* has also granted the *Underwriters* a 30-day option to purchase up to an additional 472,500 shares of *Common Stock* at the *Offering Price*. Jefferies LLC and Barclays Capital Inc. are acting as joint book-running managers for the *Offering*.

The *Common Stock* is being offered and sold pursuant to the *Company*'s automatic shelf registration statement on Form S-3ASR and an accompanying prospectus (File No. 333-202252) filed with the Securities and Exchange Commission (the *Commission*) on February 24, 2015 and a preliminary prospectus filed with the *Commission* in connection with the *Offering*. The legal opinion of Goodwin Procter LLP relating to the validity of the issuance and sale of the *Common Stock* in the *Offering* is attached as Exhibit 5.1 to this Current Report on Form 8-K.

In the *Underwriting Agreement*, the *Company* makes customary representations, warranties and covenants and also agrees to indemnify the *Underwriters* against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the *Underwriters* may be required to make because of such liabilities. The foregoing is only a brief description of the terms of the *Underwriting Agreement*, does not purport to be a complete description of the rights and obligations of the parties thereunder, and is qualified in its entirety by reference to the *Underwriting Agreement* that is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 8.01. Other Events.**

On July 29, 2015, the *Company* issued a press release announcing the *Offering* and on July 30, 2015, the *Company* issued a press release announcing the pricing of the *Offering*. Copies of these press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, and are each incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The Company hereby files the following exhibit:

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of July 30, 2015, among AMAG Pharmaceuticals, Inc., Jefferies LLC and Barclays Capital Inc., as representatives of the underwriters named therein
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
99.1	Press release dated July 29, 2015
99.2	Press release dated July 30, 2015

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 thereunto duly authorized.

AMAG PHARMACEUTICALS, INC.

By: */s/ William K. Heiden*  
William K. Heiden  
Chief Executive Officer

Date: July 31, 2015

**EXHIBIT INDEX**

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