

MAGELLAN HEALTH SERVICES INC  
Form DEF 14A  
April 10, 2013

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Magellan Health Services, Inc.**

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(Name of Registrant as Specified In Its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Table of Contents

**MAGELLAN HEALTH SERVICES, INC.**

**55 Nod Road  
Avon, Connecticut 06001  
*www.MagellanHealth.com***

April 10, 2013

Dear Shareholder:

You are cordially invited to attend the 2013 annual meeting of shareholders of Magellan Health Services, Inc., to be held on Wednesday, May 22, 2013 at 8:30 a.m., local time, at our corporate headquarters at 55 Nod Road, Avon, Connecticut 06001.

This year, three (3) directors are nominated for election to our board of directors. At the meeting, shareholders will be asked to: (i) elect three (3) directors to serve until our 2016 annual meeting, (ii) approve, in an advisory vote, the compensation of our named executive officers; (iii) ratify the appointment of Ernst & Young LLP as our independent auditor for fiscal year 2013; and (iv) transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The accompanying proxy statement provides a detailed description of these proposals. We urge you to read the accompanying materials so that you may be informed about the business to be addressed at our annual meeting.

It is important that your shares be represented at the annual meeting. Accordingly, we ask you, whether or not you plan to attend the annual meeting, to complete, sign and date the enclosed proxy card and return it to us promptly in the enclosed envelope or to otherwise vote in accordance with the instructions on your proxy card. If you attend the meeting, you may vote in person, even if you have previously mailed in your proxy. However, if you hold your shares in a brokerage account ("*street name*"), you will need to obtain a proxy form from the institution that holds your shares reflecting your stock ownership as of the record date, to be able to vote by ballot at the meeting.

We look forward to seeing you at the meeting.

***IF YOU PLAN TO ATTEND THE MEETING:***

*Registration and seating will begin at 8:00 a.m. Shareholders and their guests will be asked to sign-in and may be asked to present a valid picture identification. Shareholders holding stock in street name will need to obtain a proxy form from their broker or other institution that holds their shares to evidence their stock ownership as of the record date.*

Sincerely,

Barry M. Smith  
*Chief Executive Officer*

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Table of Contents

**MAGELLAN HEALTH SERVICES, INC.**

55 Nod Road  
Avon, Connecticut 06001  
[www.MagellanHealth.com](http://www.MagellanHealth.com)

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**Notice of Annual Meeting of Shareholders**

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- TIME AND DATE** 8:30 a.m., local time, on Wednesday, May 22, 2013
- PLACE** Our corporate headquarters at 55 Nod Road, Avon, CT 06001
- PURPOSE**
- (1) To elect three (3) members of the board of directors to serve until our 2016 annual meeting;
  - (2) To approve, in an advisory vote, the compensation of our named executive officers;
  - (3) To ratify the appointment of Ernst & Young LLP as our independent auditor for the fiscal year 2013; and
  - (4) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.
- RECORD DATE** You can vote if you are a shareholder of record at the close of business on April 1, 2013.
- PROXY VOTING** It is important that you vote your shares. You can vote your shares by completing and returning the proxy card sent to you. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 22, 2013:**

Our proxy statement and form of proxy are enclosed along with our 2012 Annual Report to Shareholders. These materials are also available on our website at [www.MagellanHealth.com/ar](http://www.MagellanHealth.com/ar) and [www.MagellanHealth.com/proxy](http://www.MagellanHealth.com/proxy).

DANIEL N. GREGOIRE  
*Secretary*

Avon, Connecticut  
April 10, 2013

Table of Contents

**TABLE OF CONTENTS**

<u>INTRODUCTION</u>	<u>1</u>
<u>ABOUT THE MEETING</u>	<u>1</u>
<u>What is the purpose of the annual meeting?</u>	<u>1</u>
<u>Who is entitled to vote at the meeting?</u>	<u>1</u>
<u>What constitutes a quorum and why is one required?</u>	<u>1</u>
<u>How do I vote?</u>	<u>2</u>
<u>Can I change my vote?</u>	<u>2</u>
<u>What vote is required to approve each proposal?</u>	<u>2</u>
<u>Important Message about Voting Your Shares</u>	<u>3</u>
<u>Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held May 22, 2013</u>	<u>3</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	
	<u>3</u>
<u>Who are the largest owners of your stock?</u>	<u>3</u>
<u>How much stock do your executive officers and directors own?</u>	<u>4</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>5</u>
<u>CORPORATE GOVERNANCE AND RELATED MATTERS</u>	
	<u>6</u>
<u>General</u>	<u>6</u>
<u>Lead Director</u>	<u>6</u>
<u>Management of Risk</u>	<u>7</u>
<u>Committees of the Board of Directors</u>	<u>7</u>
<u>Number of Meetings and Attendance</u>	<u>8</u>
<u>Directors' Compensation</u>	<u>9</u>
<u>Process for Selecting Nominees to the Board</u>	<u>11</u>
<u>Director Independence</u>	<u>14</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>15</u>
<u>Review of Related Person Transactions</u>	<u>15</u>
<u>Codes of Ethics</u>	<u>17</u>
<u>Disclosure Controls and Procedures</u>	<u>18</u>
<u>Communications with Directors and Management</u>	<u>18</u>
<u>PROPOSAL NUMBER ONE ELECTION OF DIRECTORS</u>	
	<u>19</u>
<u>Certain Information Regarding Our Directors and Executive Officers</u>	<u>19</u>
<u>Directors</u>	<u>20</u>
<u>Director Election and Terms of Office</u>	<u>23</u>
<u>Arrangements Regarding the Nomination of Directors</u>	<u>23</u>
<u>EXECUTIVE COMPENSATION</u>	
	<u>24</u>
<u>Compensation Discussion and Analysis</u>	<u>24</u>
<u>Management Compensation Committee Report</u>	<u>47</u>
<u>Summary Compensation Table for 2012, 2011 and 2010</u>	<u>48</u>
<u>Grants of Plan-Based Awards for 2012</u>	<u>49</u>
<u>Narrative to the Summary Compensation Table and the Grants of Plan-Based Awards Table</u>	<u>50</u>
<u>Outstanding Equity Awards at December 31, 2012</u>	<u>52</u>
<u>Option Exercises and Stock Vested for 2012</u>	<u>53</u>
<u>Nonqualified Deferred Compensation</u>	<u>54</u>
<u>EXECUTIVE OFFICERS</u>	
	<u>55</u>
<u>Executive Officers of the Company</u>	<u>55</u>
<u>Employment Contracts and Termination of Employment and Change of Control Payments</u>	<u>55</u>
<u>Certain Relationships and Related Party Transactions</u>	<u>65</u>
<u>Report of Audit Committee</u>	<u>66</u>

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Table of Contents

<u>PROPOSAL NUMBER TWO ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	<u>67</u>
<u>PROPOSAL NUMBER THREE RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR</u>	<u>68</u>
<i><u>Audit, Audit-Related, Tax and Other Fees and Approval of Audit and Non-Audit Services</u></i>	<u>69</u>
<u>ADDITIONAL INFORMATION</u>	<u>69</u>
<i><u>Shareholder Proposals</u></i>	<u>69</u>
<i><u>Solicitation</u></i>	<u>70</u>
<u>OTHER MATTERS</u>	<u>70</u>
<u>REQUESTS FOR MORE INFORMATION</u>	<u>70</u>

---

Table of Contents

**MAGELLAN HEALTH SERVICES, INC.**  
**55 Nod Road**  
**Avon, Connecticut 06001**

**Proxy Statement for Annual Meeting of Shareholders**  
**to be Held May 22, 2013**

**INTRODUCTION**

This proxy statement is being furnished to shareholders of Magellan Health Services, Inc., a Delaware corporation (the "*company*" or "*we*" or "*us*"), in connection with the solicitation of proxies by our board of directors for use at our annual meeting of shareholders to be held on Wednesday, May 22, 2013, at 8:30 a.m., local time, at our corporate headquarters at 55 Nod Road, Avon, Connecticut 06001, and any adjournment or postponement thereof. This proxy statement is dated April 10, 2013, and is first being mailed to shareholders along with the related form of proxy on or about April 10, 2013.

**ABOUT THE MEETING**

***What is the purpose of the annual meeting?***

At the annual meeting, shareholders will be asked to consider and vote upon three proposals: (i) to elect three (3) directors to serve until the 2016 annual meeting ("*Proposal Number One*"); (ii) to approve, in an advisory vote, the compensation of our named executive officers ("*Proposal Number Two*"); and (iii) to ratify the appointment of Ernst & Young LLP as our independent auditor for the fiscal year 2013 ("*Proposal Number Three*"). In addition, management will report on our performance and respond to your questions.

***Who is entitled to vote at the meeting?***

Only shareholders of record at the close of business on April 1, 2013, the date our board of directors has fixed as the record date for determining holders of outstanding shares of our Ordinary Common Stock, par value \$.01 per share ("*shares*" or "*common stock*"), who are entitled to notice of and to vote at the annual meeting, are entitled to vote at the meeting.

***What constitutes a quorum and why is one required?***

The presence at the meeting, in person or by proxy, of shareholders representing a majority of the votes which all shareholders are entitled to cast on the election of directors or any other matter on the record date, will constitute a quorum. A quorum is the minimum number of shares required by law to be present or represented by proxy at the annual meeting for any action to be taken at the annual meeting. As of April 1, 2013, the approximate number of holders of record of our common stock was 305, and 27,071,737 shares of our common stock were issued and outstanding. The presence, in person or by proxy, of the holders of common stock representing at least 13,535,869 votes is required to establish a quorum.

Under our by-laws, abstentions and broker non-votes are counted for purposes of determining the number of shares represented at the meeting and entitled to vote. Broker non-votes occur when a broker nominee, holding shares in street name for the beneficial owner of the shares, has not received voting instructions from the beneficial owner and does not have discretionary authority to vote. Under the rules of the U.S. Securities and Exchange Commission (the "*SEC*") and other rules applicable to brokers, brokerage firms holding shares on behalf of their clients do not have the authority to vote on discretionary matters, including Proposals Number One and Two. As a result, abstentions and broker



Table of Contents

non-votes will have the effect of a vote against Proposals Number Two and Three but will not have any effect on Proposal Number One.

A properly executed proxy marked "WITHHOLD AUTHORITY" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum at the meeting.

***How do I vote?***

If you are a registered shareholder on the record date and complete and properly sign and return the accompanying proxy card in time for the meeting, it will be voted as you direct. If you are a registered shareholder on the record date and attend the meeting, you may deliver your completed proxy card in person. If your shares are held on the record date by a broker (held "*in street name*") and you wish to vote at the meeting in person or by proxy, you must obtain and follow directions from your broker as to how to have your shares voted or obtain a proxy form from your broker to evidence your ownership and voting rights. In all cases, your votes will be counted by tellers of our transfer agent. These tellers will canvass the shareholders present at the annual meeting, count their votes and count the votes represented by proxies presented.

Unless your proxy specifies otherwise, proxies will be voted (a) FOR the election of the nominated directors in Proposal Number One; (b) FOR the compensation of our named executive officers in Proposal Number Two; (c) FOR the ratification of Ernst & Young LLP as our independent auditor for the fiscal year 2013 in Proposal Number Three; and (d) otherwise in the discretion of the proxy holders as to any other matter that may come before the annual meeting. We expect that our current executive officers and members of our board of directors will vote their shares (representing approximately 0.9% of the shares of common stock issued and outstanding as of April 1, 2013) in favor of election of the nominee directors in Proposal Number One, in favor of approval of our executive compensation in Proposal Number Two, and in favor of approval of ratification of our auditors for the fiscal year 2013 in Proposal Number Three, as presented in this proxy statement.

***Can I change my vote?***

Any shareholder who has given a proxy has the power to revoke that proxy at any time before it is voted by either: (i) filing a written revocation or a duly executed proxy bearing a later date, by mail and received before the annual meeting, with Daniel N. Gregoire, our Secretary, at Magellan Health Services, Inc., 55 Nod Road, Avon, Connecticut 06001; (ii) appearing at the annual meeting and voting in person; or (iii) casting another vote in the same manner as the original vote was cast. Attendance at the annual meeting will not in and of itself constitute the revocation of a proxy. Voting by those present during the conduct of the annual meeting will be by ballot.

***What vote is required to approve each proposal?***

***Election of Directors.*** The affirmative vote of a plurality of the votes of the shares of common stock that are present in person or represented by proxy at the annual meeting and entitled to vote in the election of directors is required to elect the directors proposed in Proposal Number One.

***Compensation of Executive Officers.*** Proposal Number Two is advisory in nature and is non-binding. The affirmative vote of the holders of a majority of the votes that are present in person or represented by proxy at the annual meeting and entitled to vote on the matter is required to approve Proposal Number Two.

***Ratification of Independent Auditors.*** The affirmative vote of the holders of a majority of the votes that are present in person or represented by proxy at the annual meeting and entitled to vote on the matter is required to approve Proposal Number Three.

Table of Contents

**Important Message about Voting Your Shares**

SEC rules and other applicable rules govern how shares held in brokerage accounts are voted on several types of matters. If you do not vote your shares on Proposal Number One (election of directors) and Proposal Number Two (compensation of named executive officers), your brokerage firm can no longer vote them for you; your shares will remain unvoted. Therefore, it is very important that you vote your shares on all items, including the election of directors.

We will post the results of the voting on our website at [www.MagellanHealth.com](http://www.MagellanHealth.com).

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 22, 2013**

Under the rules of the SEC, we have chosen to deliver proxy materials to shareholders under the "full set delivery option," i.e. by providing paper copies of the company's full proxy statement and form of proxy for our annual meeting of shareholders to be held at 8:30 a.m., local time, on May 22, 2013, at our corporate headquarters at 55 Nod Road, Avon, Connecticut 06001, and our 2012 Annual Report to Shareholders. These materials are also available on our website at [www.MagellanHealth.com/ar](http://www.MagellanHealth.com/ar) and [www.MagellanHealth.com/proxy](http://www.MagellanHealth.com/proxy).

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

*Who are the largest owners of your stock?*

The following table sets forth certain information as of April 1, 2013 (except as otherwise noted) with respect to any person known by the company to be the beneficial owner of more than 5% of the outstanding shares of our common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class(1)
BlackRock, Inc.(2) 40 East 52 <sup>nd</sup> Street New York, NY 10022	2,193,414	8.1
The Vanguard Group, Inc.(3) 100 Vanguard Blvd. Malvern, PA 19355	1,915,904	7.1

(1) The information regarding the beneficial ownership of common stock by each named entity is included in reliance on its reports filed with the SEC, except that the percentage of common stock beneficially owned is based upon the company's calculations made in reliance upon the number of shares reported to be beneficially owned by such entity in such report and on 27,071,737 shares of common stock issued and outstanding as of 4/1/13.

(2) Based on information set forth in Amendment No. 3 to Schedule 13G filed on 2/1/13. BlackRock, Inc. is the parent holding company of the following investment adviser subsidiaries which exercise investment control over accounts that hold company shares: BlackRock Japan Co. Ltd., BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Asset Management Australia Limited, BlackRock Advisors, LLC, BlackRock Investment Management, LLC, BlackRock Asset Management Ireland Limited, BlackRock International Limited, BlackRock (UK) Limited and BlackRock Investment Management (UK) Limited.

Table of Contents

- (3) Based on information set forth in Amendment No. 2 to Schedule 13G filed on 2/12/13. The Vanguard Group, Inc. is the investment manager of collective trust accounts which hold company shares. Includes shares held by Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd, each a wholly-owned subsidiary.

***How much stock do your executive officers and directors own?***

The following table sets forth information regarding the beneficial ownership of our common stock as of April 1, 2013 (except as otherwise noted) by: (i) each director and nominee for director; (ii) each of the executive officers named in the Summary Compensation Table; and (iii) all directors and executive officers as a group.

<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership(1)(2)</b>	<b>Percent of Class(3)</b>
Michael P. Ressler	35,411	*
Michael Diamant	35,411	*
Barry M. Smith	9,873	*
William J. McBride	35,411	*
Robert M. Le Blanc	29,692	*
William D. Forrest	22,129	*
René Lerer, M.D.	1,111,651	4.0
Mary F. Sammons	4,809	*
Eran Broshy	13,559	*
Jonathan N. Rubin	248,683	*
Daniel N. Gregoire	143,697	*
Tina Blasi	44,675	*
Caskie Lewis-Clapper	127,216	*
All directors and executive officers as a group (13) persons(4)	1,862,820	6.5

\*

Less than 1.0% of total outstanding.

- (1) Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, the company believes that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. This table is based upon information supplied by the directors and executive officers.

Table of Contents

- (2) Includes as beneficially owned stock options held by such individuals which are exercisable or vest within 60 days of 4/1/13, in accordance with SEC Rule 13d-3. The above ownership figures include the following stock options:

Name	Options Held
Michael P. Ressner	12,120
Michael Diament	12,120
Barry M. Smith	
William J. McBride	12,120
Robert M. Le Blanc	12,120
William D. Forrest	5,451
René Lerer, M.D	1,028,164
Mary F. Sammons	
Eran Broshy	
Jonathan N. Rubin	236,155
Daniel N. Gregoire	136,820
Tina Blasi	37,785
Caskie Lewis-Clapper	113,944
All directors and executive officers as a group	1,606,799

- (3) The percentage of common stock beneficially owned is based upon 27,071,737 shares of common stock issued and outstanding as of the above date.

- (4) The number of directors and executive officers and share ownership information specified in this line does not include information for Ms. Rohan, who resigned in June 2012.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), requires our executive officers and directors, and persons who own more than 10% of our common stock, to file reports of ownership and changes in ownership of our common stock with the SEC. Executive officers, directors and greater than 10% shareholders are required by the SEC to furnish us with copies of all Section 16(a) reports that they file.

Based on our review of the copies of such reports, or written representations from certain reporting persons that no reports on Form 3, 4 or 5 were required for those persons, we believe that all reports required by Section 16(a) to be filed by our current executive officers, directors and greater than 10% shareholders during 2012 were filed on a timely basis, except one Form 4 was filed late for Tina Blasi regarding an award of 1,000 RSUs to her on September 4, 2012.

Table of Contents

**CORPORATE GOVERNANCE AND RELATED MATTERS**

***General***

The business and affairs of the company are managed under the direction of the board of directors. The size of the board is currently fixed at nine (9) directors, divided into three groups of three directors each of whom serve for staggered three-year terms. The board has been structured in this fashion to provide stability in the composition of the board and to encourage a long-term outlook by the board to allow it to formulate and implement our business plan.

Several provisions of the company's by-laws and the policies adopted by the board are designed to promote effective and independent governance of the company. Under the by-laws, the board is required to present to the shareholders nominees for election as director and to take other corporate actions to cause the composition of the board, and in particular its Audit and Management Compensation Committees, to meet all applicable independence requirements. As described under "*Director Independence*" below, the listing standards of the NASDAQ Global Market ("*NASDAQ*") require the company's board to be comprised of a majority of independent directors. Additional independence requirements under NASDAQ and SEC rules apply to the composition of the Audit and Management Compensation Committees. Our board also has a Nominating/Corporate Governance Committee to identify and recommend individuals to the board for nomination as members of the board and to review corporate governance principles which apply to the company. Our chairman of the board, Dr. Lerer, currently serves in a full-time executive chairman role. If the chairman of the board is not considered independent under applicable rules, our by-laws provide for the designation of a lead director to fulfill various leadership functions on behalf of the non-employee directors for which the chairman of the board otherwise would be responsible. Due to Dr. Lerer's service as executive chairman of the board, he is not considered independent for these purposes, and the lead director provisions of our by-laws are applicable, as described below. The board has also adopted corporate governance guidelines which address several issues with how the board functions; these guidelines are posted on the Corporate Governance section of our internet site at [www.MagellanHealth.com](http://www.MagellanHealth.com).

During 2012, the roles of chairman of the board and chief executive officer were combined in Dr. Lerer. With the appointment of Mr. Smith as chief executive officer as of January 1, 2013, and the assumption of the executive chairman role by Dr. Lerer, the board split these two roles as a transitional arrangement. Under Dr. Lerer's employment agreement, he will serve as the executive chairman on a full-time basis in 2013 and as the non-executive chairman in 2014 and possibly 2015. The board believes that this arrangement is promoting an orderly transition to Mr. Smith as the company's chief executive officer. At the same time, the company's strong lead director role provides an effective means for the independent directors to exercise appropriate independent oversight of management. See "*Lead Director*" below.

***Lead Director***

Mr. Le Blanc currently serves as the lead director of the board of directors. In that role, Mr. Le Blanc chairs the executive sessions of our independent outside (non-management) directors and meets regularly with the chairman of the board and the chief executive officer regarding major corporate strategies and policies. As part of all regularly-scheduled meetings of the board, the outside directors meet in executive session, with Mr. Le Blanc chairing the meeting, to discuss pending board matters. At present, all of the directors except Dr. Lerer and Mr. Smith are independent outside directors.

In addition, Mr. Le Blanc has been designated the lead director for purposes of receiving communications from interested parties and from shareholders. Mr. Le Blanc is considered independent under applicable independence standards. You may express your concerns to the

Table of Contents

independent directors by contacting the lead director through the communication channels set forth in the section entitled "*Communications with Directors and Management*" below.

***Management of Risk***

The board believes that risk management oversight forms an integral part of formulating and carrying out its business strategy and plans for the company. Several risk management functions are assigned in the first instance to the Audit Committee, which oversees the company's internal audit function, the engagement of independent auditors, the design and results of the annual independent audit, the assessment of internal financial and other controls, and the risk management function of the company's legal and compliance staffs. However, the full board regularly considers risk management issues during its normal decision-making processes. In addition, the Management Compensation Committee has considered the risks arising out of the company's compensation policies and practices.

The Audit Committee oversees an enterprise-wide risk management process which is coordinated by the company's internal auditors and includes the identification and evaluation of risks through interviews with key members of management. The Audit Committee is charged under its charter with reviewing the effectiveness of the company's processes for assessing and managing significant risks and reviewing the steps that management has taken to minimize those risks. It considers and reviews with management, the company's independent auditors and the head of the company's internal audit function, the effectiveness of or weaknesses in the company's internal controls, including information systems and security, the overall control environment and accounting and financial controls. It reviews with the head of the company's internal audit function (independent of other members of senior management) and the independent auditors the coordination of their audit efforts to assure completeness of coverage of key business controls and risk areas, reduction of redundant efforts, and the effective use of audit resources. The Audit Committee also regularly reviews risk management matters with the company's general counsel.

***Committees of the Board of Directors***

The board of directors has established an Audit Committee, a Management Compensation Committee and a Nominating/Corporate Governance Committee, each of which is comprised solely of independent directors. The standards for determining director independence are discussed under "*Director Independence*" below. The functions, responsibilities and members of each of the committees are also described below. Each committee operates under a charter which is available in the Corporate Governance section of our website at [www.MagellanHealth.com](http://www.MagellanHealth.com).

***Audit Committee.*** The primary function of the Audit Committee is to assist the board of directors in fulfilling its financial oversight responsibility by reviewing the company's financial statements, the other financial information that is proposed to be provided to our shareholders, the periodic financial reports filed with the SEC, the system of internal controls that management and the board of directors have established, and the audit process. The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Exchange Act and has a written charter adopted by the board of directors which is available on our website at [www.MagellanHealth.com](http://www.MagellanHealth.com). The Audit Committee has the power to conduct or authorize investigations into any matter within the scope of its responsibilities and has unrestricted access to management, the company's internal audit staff and current and former independent auditors and attorneys. The Audit Committee is responsible for selecting and engaging the independent auditors and the head of the company's internal audit functions, reviewing the scope and approach of the annual audit with the independent auditors, and pre-approving any audit and non-audit services to be performed by the independent auditors. The Audit Committee is also required to review and approve the company's "whistle blower" policies and procedures for employees to report fraud, accounting irregularities or other wrongdoing. It is authorized to retain independent counsel, accountants and others to assist it at the company's expense.

Table of Contents

The members of the Audit Committee are appointed annually by the board, and the Audit Committee must be composed of at least three directors, one of whom is appointed chairperson. The committee is required to meet at least five times per year, or more frequently as circumstances dictate. The current members of the Audit Committee are Michael Ressler (chairman), William McBride and Michael Diament. The board of directors has determined that each of Messrs. Ressler, McBride and Diament is independent for purposes of the NASDAQ listing standards. The board has determined that Mr. Ressler is an "audit committee financial expert," as defined by Item 407 of SEC Regulation S-K, and has financial sophistication, as required by NASDAQ listing standards. The board has determined that each of Messrs. McBride and Diament is financially literate. Each member of the Audit Committee also meets the additional independence requirements for audit committees under SEC Rule 10a-3.

*Management Compensation Committee.* The Management Compensation Committee is responsible for overseeing our management compensation philosophies, policies, programs and practices. It has a written charter adopted by the board of directors which is available in the Corporate Governance section of our website at [www.MagellanHealth.com](http://www.MagellanHealth.com). The committee establishes our general compensation philosophy and oversees the development and implementation of compensation programs. It also reviews and approves the means used for applying corporate goals and setting performance objectives to be used in determining the compensation of our chief executive officer, other executive officers and other members of senior management. The committee also reviews and approves the compensation for the chief executive officer and the other executive officers designated in this proxy statement as Named Executive Officers. The current members of the Management Compensation Committee are Michael Diament (chairman), William Forrest and Mary Sammons. The board of directors has determined that each of Messrs. Diament and Forrest and Ms. Sammons is independent for purposes of the NASDAQ listing standards. Mr. Smith served on the Management Compensation Committee during 2012 and was determined to be independent prior to his appointment as President and Chief Executive Officer as of January 1, 2013.

*Nominating/Corporate Governance Committee.* The Nominating/Corporate Governance Committee identifies and recommends individuals to the board for nomination as members of the board and its committees, oversees the company's ongoing efforts to ensure high standards of corporate governance and periodically reviews and makes recommendations to the board concerning governance issues. In nominating candidates, the committee takes into consideration the factors that it deems appropriate, including those described in the Nominating/Corporate Governance Committee Charter, which is available in the Corporate Governance section of our website at [www.MagellanHealth.com](http://www.MagellanHealth.com). As provided in the company's by-laws, candidates for election to the board may also be nominated by shareholders who meet certain requirements. The process which the Nominating/Corporate Governance Committee follows in selecting nominees is described under "*Process for Selecting Nominees to the Board*" below. The current members of the Nominating/Corporate Governance Committee are William McBride (chairman), Mary Sammons and Eran Broshy. The board of directors has determined that each of Mr. McBride, Ms. Sammons and Mr. Broshy is independent for purposes of the NASDAQ listing standards.

***Number of Meetings and Attendance***

During 2012, the full board of directors held eleven meetings, the Audit Committee held five meetings, the Management Compensation Committee held seven meetings and the Nominating/Corporate Governance Committee held two meetings. Each of the incumbent directors attended all of the 2012 meetings of the board of directors and all of the 2012 meetings of the Audit, Management Compensation and Nominating/Corporate Governance Committees of which they were a member, except that one director missed one meeting of the full board and one meeting of the Nominating/Corporate Governance Committee. As a result, that director attended 85% of the relevant board and

Table of Contents

committee meetings. In addition, Mr. Smith absented himself from one meeting of the Management Compensation Committee at which his compensation as chief executive officer was determined.

While the board does not have a written policy regarding board member attendance at annual shareholder meetings, all members are encouraged to attend, and the decision to recommend an incumbent board member for re-nomination takes into account, among other criteria, the number of meetings attended and level of participation. All of the directors then serving attended the 2012 annual meeting of shareholders.

***Directors' Compensation***

The following table sets forth, for the year ended December 31, 2012, the compensation paid by the company to its non-executive directors. The company does not pay any compensation in their capacity as directors to any directors who are also executive officers of the company. During 2012, Dr. Lerer served as both an executive officer and a director and Mr. Smith did not serve as an executive officer of the company.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards(1) (\$)	Total (\$)
Michael P. Ressner	110,000	125,018	235,018
Michael S. Diamant	147,000	125,018	272,018
Barry M. Smith(2)	70,500	125,018	195,518
William J. McBride	113,000	125,018	238,018
Robert M. Le Blanc	101,555	125,018	226,573
William D. Forrest	105,000	125,018	230,018
Mary F. Sammons	76,500	125,018	201,518
Eran Broschy	81,000	125,018	206,018

(1) The amounts shown in this column for the directors represent the grant date fair values of restricted share awards calculated in accordance with FASB ASC Topic 718 on the basis of the number of shares awarded (2,959 for each of the directors) multiplied by the closing price of the company's stock on the day of the award, 5/16/12 (\$42.25). These figures differ from the \$125,000 values of stock awards contemplated by company policy due to rounding to the nearest whole share. Each of these restricted shares remained held by each director as of December 31, 2012.

(2) Mr. Smith ceased being a non-executive director as of January 1, 2013, when he became the company's chief executive officer.



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### Table of Contents

*Annual Board Fees.* In return for their services to the company as directors, the individuals who serve as members of the board of directors receive the fees listed below; provided that no compensation is paid to those members who are also serving as employees of the company:

Type of Fee	Committee	2012 Fee
Annual Retainer all non-employee directors	N/A	\$ 50,000
Committee Chair	Audit	20,000
	Compensation	20,000
	Nominating/Corporate Governance	10,000
Committee Member	Audit	15,000
	Compensation	10,000
	Nominating/Corporate Governance	10,000
Lead Director	N/A	20,000
Per meeting of the full board, attendance in person	N/A	2,000
Per meeting of the full board, attendance by telephone	N/A	1,000
Per committee meeting, attendance in person	Audit	1,500
	Compensation	
	Nominating/Corporate Governance	
	Special Committees	
Per committee meeting, attendance by telephone	Audit	1,000
	Compensation	
	Nominating/Corporate Governance	
	Special Committees	

*Equity Compensation.* For their services in 2012, independent directors serving as of the date of the 2012 annual meeting received awards of restricted shares under the 2011 Management Incentive Plan ("2011 MIP") with an aggregate fair market value at that time equal to \$125,000, as measured by the closing price of the company's stock on that date. Directors whose service commences after the date of an annual meeting are eligible to receive an award with a lesser aggregate fair market value as determined by the board. The restricted shares vest after a one-year restriction period.

Under the Company's Director Share Ownership Policy, non-employee directors are required to maintain a minimum share ownership position equal in value to five times the annual retainer fee applicable to board members generally. For 2012, this annual retainer fee was \$50,000, and directors were required to hold shares with an aggregate fair market value equal to no less than \$250,000. In order to meet this requirement, directors are permitted to accumulate shares over time through regular grants as described above. However, directors are not allowed to sell any shares unless they will retain share ownership with an aggregate fair market value equal to or greater than the required amount. Currently, all non-employee directors meet this requirement. Those directors who are also executive officers are subject to a separate equity ownership policy which is described below under "*Executive Compensation Compensation Discussion and Analysis Equity Ownership Policy.*"

The Management Compensation Committee has the responsibility of reviewing the schedule of fees payable to directors and the design of the company's compensation of directors. Following its

Table of Contents

review of these issues, its recommendations are forwarded to the board for approval. The committee decided not to recommend any change to the schedule of fees for 2013, which has remained unchanged since 2008.

***Process for Selecting Nominees to the Board***

The Nominating/Corporate Governance Committee is responsible for, among other things, identifying, evaluating and recommending to the board and shareholders candidates for election as members of the board. The board has adopted for application by the committee in selecting candidates Corporate Governance Guidelines and a Policy for Selecting Nominees for Election as Directors, which are available in the Corporate Governance section of the company's website at [www.MagellanHealth.com](http://www.MagellanHealth.com). Shareholders may participate in the nomination of directors by two methods: by recommending individual nominees for consideration for selection as nominees by the board of directors or by directly nominating an individual to be voted on by shareholders for election as a director. For further information on the nomination of directors directly by shareholders, see "*Direct Shareholder Nominations*" below. The Nominating/Corporate Governance Committee will evaluate and make recommendations to the board regarding individuals properly presented by shareholders as candidates for nomination by the board.

In general, no specific search effort must be completed to fill a director position, but the Nominating Committee may in its discretion conduct a search. In the case of a vacancy in a director position, the committee recommends to the board an individual to fill that vacancy either through appointment by the board or through election by the shareholders. The committee may retain a search firm to assist it in identifying and evaluating candidates. The Policy for Selecting Nominees for Election as Directors provides that, in nominating candidates, the committee may take into consideration the factors that it considers appropriate. The factors listed in the policy include the candidates' personal qualities and characteristics; accomplishments and reputation in the business community; the candidate's current knowledge and contacts in the communities in which the company does business and in the company's industry; the candidate's experience with business and other organizations of comparable size; the candidate's ability and willingness to commit adequate time to board and committee matters; the candidate's ability to complement the skills of the other directors and potential directors in building a board that is effective, collegial and responsive to the needs of the company; and diversity of viewpoints, background, experience and other demographics. The Nominating/Corporate Governance Committee has maintained diversity in business experience and viewpoints among board members by selecting individuals as nominees who have backgrounds in and outside of the managed healthcare industry and in finance and accounting. The board believes that by its selection of nominees it has promoted diversity in its membership in a way which has effectively served the company and its strategic goals.

The Nominating/Corporate Governance Committee may consider candidates proposed by management, but it is not required to do so. The committee conducts appropriate inquiries into the background and qualifications of possible candidates. With respect to incumbent directors, the Nominating/Corporate Governance Committee reviews the director's overall service to the company during his or her term, including the number of meetings attended, level of participation, quality of performance, and any circumstances that have presented or are expected to present a conflict of interest with the company.

In cases where members of the Nominating/Corporate Governance Committee are subject to re-election at the next annual meeting, those directors exclude themselves from any committee discussion or action on their nomination.

The Nominating/Corporate Governance Committee also develops and recommends to the board standards to be applied in making determinations as to the absence of any material relationship between the company and a director and as to a director being otherwise considered independent under the NASDAQ rules.

Table of Contents

The Nominating/Corporate Governance Committee also identifies board members qualified to fill vacancies on any committee of the board (including the Nominating/Corporate Governance Committee) and recommends the appointment of members to fill those vacancies. In nominating a candidate for committee membership, the Nominating/Corporate Governance Committee takes into consideration the factors set forth in the charter of the committee, if any, and any other factors it deems appropriate.

Messrs. Ressler, Diament and Smith are currently serving as directors and were nominated for re-election as directors at the annual meeting through the process described above.

*Shareholder Recommendations*

Shareholders who wish to recommend an individual for consideration by the Nominating/Corporate Governance Committee as a prospective nominee for election to the board may do so by writing to our corporate secretary at 55 Nod Road, Avon, CT 06001, along with whatever supporting material the shareholder considers appropriate. All such shareholder-recommended candidates should satisfy the following criteria established by the Nominating/Corporate Governance Committee for its nominees for board membership:

The candidate should be an individual of accomplishment in his or her career.

The candidate should be able in carrying out his or her responsibilities as a director to make independent business judgments in an analytical manner and should exhibit practical wisdom and mature judgment.

The candidate should possess the highest personal and professional ethics, integrity and values, and should be committed to promoting the long-term interests of the company's shareholders, free of any relationship that may on a regular basis create a conflict of interest between his or her directorial role and personal or associative interests.

The candidate should have expertise and experience in an area pertinent to the company's business, and have the time to and, by personality, be capable of effectively providing advice and guidance to management of the company based on that expertise and experience.

In order for shareholder-recommended candidates to be considered in an orderly manner, generally, names and other supporting materials should be submitted not later than six months prior to the anniversary of the mailing date of the Company's most recent past annual meeting proxy statement, which will be October 10, 2013 for the 2014 annual meeting. Materials in support of a shareholder-recommended candidate should include:

All information about the candidate that is required to be disclosed in solicitations of proxies for election of directors or otherwise required under Regulation 14A under the Exchange Act, including a written consent to being named in the board's proxy statement as a nominee and to serving as a director if elected.

An indication of whether the candidate qualifies as "independent" under the NASDAQ listing standards, including the additional requirements relating to service on the Audit Committee.

The name and address of the recommending shareholder, as they appear on the company's books, and of any beneficial owner on whose behalf the recommendation is made.

The class and number of shares of the company's stock that are beneficially owned and held of record by such shareholder or beneficially owned by such beneficial owner.

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Information regarding whether the recommending shareholder, beneficial owner or candidate or their affiliates have any plans or proposals for the company, including for any extraordinary transaction.

Table of Contents

Whether the recommending shareholder, beneficial owner or candidate seeks to use the nomination to redress personal claims or grievances against the company or to further personal interests or special interests not shared by stockholders at large.

*Direct Shareholder Nominations*

In order to provide for the orderly consideration by shareholders of all nominees to be presented for election as directors by vote of the shareholders, our by-laws require that certain advance notice be given to the company of a nomination made by a shareholder. No shareholder nomination will be considered if the shareholder has not provided the requisite notice for presentation of a nominee to be voted on at the upcoming annual meeting. To nominate an individual to be voted on for election as a director at a future shareholder meeting, notice of the nomination must be given in writing to our corporate secretary at 55 Nod Road, Avon, CT 06001 by a shareholder entitled to notice of and to vote at the meeting. To be effective, the nomination must be received not later than 90 days prior to the anniversary date of the previous year's annual meeting, provided that if the date of the annual meeting is more than 30 days before or after the anniversary date of the previous annual meeting, the nomination must be received within 15 days after the public announcement by the company of the date of the annual meeting. The nomination must contain the following information to the extent known by the shareholder:

The name, age, business address, and residence address of the proposed nominee(s) and of the notifying shareholder.

The principal occupation of the proposed nominee.

A representation that the notifying shareholder intends to appear in person or by proxy at the meeting to nominate the person(s) specified in the notice.

The class and total number of shares of capital stock and other company securities that are beneficially owned by the notifying shareholder and by the proposed nominee and, if such securities are not owned solely and directly by the notifying shareholder or the proposed nominee, the manner of beneficial ownership.

A description of all arrangements or understandings between the notifying shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination(s) are to be made by the notifying shareholder.

Such other information regarding the nominee proposed by such shareholder as would be required to be included in a proxy statement filed with the SEC pursuant to Regulation 14A under the Exchange Act had the nominee been nominated by the board.

The consent of the nominee to serve as a director of the company if so elected.

The company may request any proposed nominee to furnish such other information as may reasonably be required by the company to determine the qualifications of the proposed nominee to serve as a director of the company, including information bearing on the proposed nominee's independence under relevant rules and factors. Within 15 days after receipt by the secretary of a shareholder notice of nomination, the board must instruct the secretary to advise the notifying shareholder of any deficiencies in the notice. The notifying shareholder must cure the deficiencies within 15 days of receipt of such notice.

Nominations that are not in compliance with the by-laws will not be given effect.

Table of Contents

***Director Independence***

NASDAQ listing standards require that a majority of the company's board of directors be classified as independent directors. Under NASDAQ rules, no director qualifies as independent unless the director is not an officer or employee of the company and was not employed by the company during the preceding three years, and the board determines that the director has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. For various corporate governance purposes, including the composition of the Nominating/Corporate Governance Committee and the Management Compensation Committee, we have separately adopted a standard for determining when a director is independent which is identical to the NASDAQ standard. This standard is set forth below. In addition, the charters of the committees of the board contain additional considerations which bear on a determination that their members are independent for purposes of service on those committees.

Our Nominating/Corporate Governance Committee as one of its key functions periodically monitors and reviews the independence status of the directors. At its meeting held on February 26, 2013, the committee reported to the full board on its review of director independence. As part of receiving the committee report, the board reviewed and considered transactions and relationships between each director or any member of his or her immediate family and the company and its subsidiaries, including those reported under "*Executive Officers Certain Relationships and Related Party Transactions*" below. The purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the director is independent. In making this determination, the board applied the following NASDAQ standards, in addition to considering any other relevant facts and circumstances:

A director who is, or at any time during the past three years was, employed by the company, is not considered independent.

A director who accepted or who has a family member who accepted any payments from the company in excess of \$120,000 during any period of twelve consecutive months within the three preceding years, except compensation for board or committee service, compensation paid to a family member who is an employee (other than an executive officer) of the company, and benefits under a tax-qualified retirement plan or non-discretionary compensation, is not considered independent.

A director who is a family member of an individual who is or at any time during the past three years was, employed by the company as an executive officer, is not considered independent.

A director who is, or has a family member who is, a partner in, or a controlling stockholder or any executive officer of, any organization to which the company made, or from which the company received, payments for property or services in the current or any of the past three fiscal years that exceeded 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising from investments in the company's securities and payments under non-discretionary charitable contribution matching programs, is not considered independent.

A director who is, or has a family member who is employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the company serve on the compensation committee of such other entity, is not considered independent.

A director who is, or has a family member who is, a current partner of the company's outside auditor, or was a partner or employee of the company's outside auditor who worked on the company's audit at any time during any of the past three years, is not considered independent.

Table of Contents

The NASDAQ standards impose additional independence and qualification standards on the members of our Audit and Management Compensation Committees. Under these standards, each committee member, in addition to meeting the definition of independence applicable to all non-employee directors, is prohibited from accepting directly or indirectly any consulting, advisory or other compensatory fee from the company or from being an affiliated person of the company or any subsidiary or affiliate of any subsidiary of the company, and must not have participated in the preparation of the company's financial statements at any time during the past three years.

Under the standards set forth above, the board determined that all of its members, including each of the members of our Audit Committee, Management Compensation Committee and Nominating/ Corporate Governance Committee, are independent as of the date of this proxy statement, except Dr. Lerer (our executive chairman and formerly our chief executive officer) and Mr. Smith (currently our chief executive officer).

With respect to Mr. Diament, the board considered whether his independence was affected by the fact that his brother and sister-in-law act as participating providers under contracts with the company's behavioral health subsidiary. However, in view of the fact that those individuals participate on standard economic terms as other providers, that the amount of their fees derived from the company was not material, and that the services provided by them represent bona fide services, the board determined that Mr. Diament's independence was not affected. The board also considered whether the independence of Mr. McBride was affected by the agreements and relationships that the company had during 2012 with Amerigroup Corporation described below under "*Executive Officers Certain Relationships and Related Party Transactions.*" However, in view of his position with that company, the relative size of the transaction in relation to the company and Amerigroup, the lack of involvement of Mr. McBride in those agreements, and the fact that Mr. McBride resigned as a director of AmeriGroup on December 24, 2012 in connection with the merger of Amerigroup with WellPoint, Inc., the committee reported to the full board, and the board determined, that his independence was not affected by those matters.

***Compensation Committee Interlocks and Insider Participation***

The Management Compensation Committee during 2012 consisted of Messrs. Michael Diament (chairman), William Forrest and Barry Smith. Upon his appointment as Chief Executive Officer as of January 1, 2013, Mr. Smith resigned from the committee. Mary Sammons was appointed to the committee on February 25, 2013 to fill the vacancy created by Mr. Smith's resignation.

None of the members of the Management Compensation Committee was an officer or employee of the company during 2012 or was formerly an officer of the company. None of the company's executive officers serves as a member of the compensation committee (or other board committee performing equivalent functions) of another entity that has one or more executive officers who serves on the company's board or on the Management Compensation Committee, and none of the company's executive officers serve as a director of another entity one of whose executive officers serve on the Management Compensation Committee.

***Review of Related Person Transactions***

The board has adopted a Related Person Transaction Policy, the purpose of which is to address the reporting, review and approval or ratification of transactions with related persons. As a general matter, the company seeks to avoid related person transactions because they can involve potential or actual conflicts of interest and pose the risk that they may be, or be perceived to be, based on considerations other than the company's best interests. However, the company recognizes that in some circumstances transactions between the company and related persons may be incidental to the normal course of business or provide an opportunity that is in the best interests of the company, or that is not

Table of Contents

inconsistent with the best interests of the company and where it is not efficient to pursue an alternative transaction. A copy of the policy is available in the Corporate Governance section of our website at [www.MagellanHealth.com](http://www.MagellanHealth.com).

The policy applies to the following persons:

each director and executive officer of the company;

any nominee for election as a director of the company;

any security holder who is known to the company to own of record or beneficially more than five percent of any class of the company's voting securities; and

any immediate family member of any of the above persons.

For purposes of the policy, a related person transaction means any transaction or arrangement or series of transactions or arrangements in which the company participates (whether or not the company is a party) and a related person has a direct or indirect interest that is material to the related person. A related person's interest in a transaction or arrangement will be presumed material to that person unless it is clearly incidental in nature or has been determined in accordance with the policy to be immaterial in nature such that further review is not warranted. The policy lists several types of transactions or arrangements that are not considered related person transactions for purposes of the policy, some of which include the following:

use of property, equipment or other assets owned or provided by the company, including aircraft, vehicles, housing and computer or telephonic equipment, by a related person primarily for company business purposes, if such use is subject to other policies of the company regarding such use;

reimbursement of business expenses incurred by a director or executive officer in the performance of his or her duties and approved for reimbursement in accordance with the company's policies and practices; and

compensation arrangements for employees and consultants for their services as such that have been approved by the Management Compensation Committee, other than certain perquisites.

Under the policy, except as otherwise provided, any director, nominee for director or executive officer who intends to enter into a related person transaction must disclose that intention and all material facts with respect to the transaction to the Audit Committee. Also, any officer or employee who intends to cause the company to enter into any related person transaction must disclose that intention and all material facts with respect to the transaction to his or her superior, who is responsible for seeing that that information is reported to the Audit Committee. As part of disclosing the material facts with respect to the transaction, the person proposing the transaction must provide specific details about his or her interest in the transaction, a description of the connection that person has with the transaction, the business justification for the transaction and other specific details. The Audit Committee must then review the related person transaction and approve the transaction before the transaction will be given effect. If the company in error enters into a related person transaction without pre-approval by the committee, the transaction must promptly upon discovery be presented to the Audit Committee for its review. The committee then will make a recommendation whether undoing or modifying the transaction is appropriate and whether any disciplinary action or changes in the company's controls and procedures should be made.

The Audit Committee may delegate its authority to review, approve or ratify related person transactions or categories of transactions, other than those involving a member of the committee, to the chairman of the committee where action is warranted between scheduled committee meetings. Any



Table of Contents

determination made under delegated authority must be presented to the full Audit Committee for review by the next regular meeting of the committee.

In approving or ratifying a related person transaction, the Audit Committee will consider under the relevant facts and circumstances whether the transaction is in, or is not inconsistent with, the best interests of the company, including the following factors:

the position within or the relationship of the related person with the company;

the materiality of the transaction to the related person and the company;

the business purpose for and reasonableness of the transaction, taken in the context of alternatives available to the company;

whether the transaction is comparable to a transaction that could be available on an arms-length basis or is on terms that the company offers generally to persons who are not related;

whether the transaction is in the ordinary course of the company's business and was proposed and considered in the ordinary course of business; and

the effect of the transaction on the company's business and operations.

The policy may be changed at any time by the board.

For a description of certain arrangements between the company and related parties, see "*Executive Officers Certain Relationships and Related Party Transactions*" below.

***Codes of Ethics***

The board has adopted a Code of Ethics for Directors, covering directors only, and a Code of Ethics for Covered Officers, covering senior executives and individuals reporting directly to the chief executive officer and finance department employees at a vice president level or above. In addition, the company has adopted a Corporate Compliance Handbook covering all employees. The codes and the handbook provide a framework for a comprehensive ethics and compliance process designed to ensure that we conduct our business in a legal and ethical manner. All covered persons are expected to understand and comply with the policies and obligations described in the codes and the handbook.

The Code of Ethics for Directors deals with conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of company assets, compliance with laws, insider trading and personal loans to executive officers and directors. The Code of Ethics for Covered Officers deals with good faith and fair dealing in all negotiations and transactions, actual and apparent conflicts of interest, responsible use and protection of company assets, disclosures filed with the SEC or otherwise communicated to the public, compliance with laws, prompt reporting of violations of the code of ethics and other applicable policies, and accountability with respect to compliance with the code of ethics.

The handbook, among other things, contains a whistleblower policy that sets forth steps an employee should take if he or she has a question about a legal or ethical issue related to his or her job or the company, and prohibits retribution against any person raising an issue.

The company will provide to any person without charge, upon request, copies of its Code of Ethics for Directors, Code of Ethics for Covered Officers and Corporate Compliance Handbook for all employees. Any such request should be made in writing to the Investor Relations Department, Magellan Health Services, Inc., 55 Nod Road, Avon, CT 06001. The Code of Ethics for Directors and Code of Ethics for Covered Officers are also available in the Corporate Governance section of our website at [www.MagellanHealth.com](http://www.MagellanHealth.com). The company intends to disclose any future material amendments



Table of Contents

to the provisions of the codes of ethics and material waivers from such codes of ethics, if any, made with respect to any of its directors and executive officers on its internet site.

***Disclosure Controls and Procedures***

We have adopted disclosure controls and procedures that are designed to ensure that all public disclosures are accurate, complete and timely. We have also created a disclosure committee, which is responsible for ensuring our compliance with the disclosure controls and procedures and for the evaluation of those procedures. If you become aware that our public disclosures are not accurate, complete or timely, or become aware of a transaction or development you believe may require disclosure, you should report the matter as soon as practicable to our corporate secretary at 55 Nod Road, Avon, Connecticut 06001.

***Communications with Directors and Management***

We have several communications channels established for employees, shareholders and other interested parties to communicate with our management and/or our board of directors or committees thereof.

***Member and Provider Communications:*** Our members and providers have specific mechanisms for contacting us regarding such matters as benefits, claims or other administrative matters. Member and provider contact information is available on our website at [www.MagellanHealth.com](http://www.MagellanHealth.com). Although our employees and members of management address most of these matters, significant issues are brought to the attention of senior management and, in certain cases, the board of directors.

***Investor Relations:*** We maintain an investor relations department that is responsible for communicating with current or prospective shareholders and addressing any issues raised by them. The contact information for our investor relations department is as follows:

*E-mail: [ir@MagellanHealth.com](mailto:ir@MagellanHealth.com)*

***Post Office Address:***

Investor Relations Department  
Magellan Health Services, Inc.  
55 Nod Road  
Avon, CT 06001  
*Telephone: (877) 645-6464*

***Lead Director:*** You may communicate with Mr. Le Blanc, our lead director, through the following channels:

*E-mail: [leaddirector@MagellanHealth.com](mailto:leaddirector@MagellanHealth.com)*

***Post Office Address:***

Communications with Lead Director  
c/o Magellan Health Services, Inc.  
55 Nod Road  
Avon, CT 06001

You may communicate with the board of directors as a group through the lead director.

All communications to the lead director will be treated confidentially. Communications should clearly identify the issue being raised, the name of the party initiating the communication and contact information for potential follow-up.

Table of Contents

These communications will initially be received by a designee of the lead director who will log, track and summarize the matters raised in the communication. After consideration of the communication by the lead director, he may direct that such communications be presented to the full board of directors, the non-management directors, one or more board committees or management and may direct that matters raised in the communications be investigated by outside advisors or counsel or by management.

**PROPOSAL NUMBER ONE  
ELECTION OF DIRECTORS**

Our certificate of incorporation provides for a board of directors divided into three groups, each group having a different three-year term of office expiring at the annual meeting of shareholders in the relevant year. Directors are elected for a term of three years except in the case of elections to fill vacancies or newly created directorships. The board of directors currently consists of nine (9) persons: Michael P. Ressner, Michael S. Diament, Barry M. Smith, William J. McBride, Robert M. Le Blanc, William D. Forrest, René Lerer, M.D., Mary F. Sammons and Eran Broshy.

The board of directors proposes that Michael P. Ressner, Michael S. Diament and Barry M. Smith, who are currently serving as directors, be elected to serve for a term of three (3) years and until the election and qualification of his or her successor. Messrs. Ressner and Diament were last elected as directors in 2010 and Mr. Smith was elected as a director in 2011. Proxies in the accompanying form, if properly signed and notarized, will be voted FOR the election of Michael P. Ressner, Michael S. Diament and Barry M. Smith as directors unless marked WITHHOLD AUTHORITY. Each nominee has indicated his or her willingness to serve on the board, if elected, and the board of directors has no reason to believe that any nominee will decline or be unable to serve as a director. However, if a nominee will be unavailable for any reason, then the proxies may be voted for the election of such person as may be recommended by the board of directors.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR"  
THE NOMINEES IN PROPOSAL NUMBER ONE.**

William J. McBride, Robert M. Le Blanc and William D. Forrest serve as directors whose terms expire in 2014. Rene Lerer, M.D., Mary F. Sammons and Eran Broshy serve as directors whose terms expire in 2015. These directors are not standing for re-election because their terms of office as directors extend past the annual meeting.

*Certain Information Regarding Our Directors and Executive Officers*

The following table lists the age and committee memberships as of the date of this proxy statement of each director who is a nominee for election as a director at the annual meeting and each director whose term of office continues past the annual meeting. A description of each director's business experience during the past five years is set forth in the next section, entitled "*Directors*," below.

**NOMINEES FOR ELECTION FOR TERMS EXPIRING IN 2016**

Name	Age	Committee Membership
Michael P. Ressner	64	Audit (Chair)
Michael S. Diament	44	Management Compensation (Chair), Audit
Barry M. Smith	59	

**DIRECTORS WHOSE TERMS EXPIRE IN 2014**

Name	Age	Committee Membership
William J. McBride	68	Nominating/Corporate Governance (Chair), Audit
Robert M. Le Blanc	46	Lead Director
William D. Forrest	52	Management Compensation

Table of Contents**DIRECTORS WHOSE TERMS EXPIRE IN 2015**

<b>Name</b>	<b>Age</b>	<b>Committee Membership</b>
René Lerer, M.D	57	Nominating/Corporate Governance, Management
Mary F. Sammons	66	Compensation
Eran Broshy	54	Nominating/Corporate Governance

**Directors**

Under the company's certificate of incorporation and by-laws, the number of directors is currently fixed at nine (9). The company's by-laws require a majority of directors to be independent in accordance with NASDAQ's listing standards. Upon the recommendation and with the assistance of the Nominating/Corporate Governance Committee, the board of directors has determined that except for Dr. Lerer, who is the company's executive chairman and formerly served as president and chief executive officer, and Mr. Smith, who is the company's chief executive officer, all directors who are currently serving are independent, as that term is defined by the NASDAQ listing standards. For a discussion of these independence standards see "*Corporate Governance and Related Matters Director Independence*" above.

*Nominees for Election for Terms Expiring in 2016*

*Michael P. Ressler* was initially appointed to the board in 2004. He retired from Nortel Networks, where between 1981 and 2003 he was a senior executive with functional responsibilities that spanned the areas of finance and general management including vice president-finance. Mr. Ressler was an adjunct professor of finance and accounting at the North Carolina State University College of Management between 2003 and 2005. He now sits on the advisory board of the Enterprise Risk Management Institute at North Carolina State University. Mr. Ressler currently serves on the board of directors of Exide Technologies, a NASDAQ-listed stored electrical energy solution company, and within the previous five years served on the boards of Entrust, Inc., a publicly-traded information security company, Tekelec, a NASDAQ-listed provider of network signaling systems, and Arsenal Digital Solutions, a privately-held data storage services company. As a member of the Executive Service Corps, Mr. Ressler participates in assignments that focus on providing financial management and governance consultancy to not-for-profit organizations in the Raleigh/Durham/ Chapel Hill area. Mr. Ressler has been nominated for re-election at the meeting due to his financial and accounting experience, and his favorable record serving as a director since 2004.

*Michael S. Diament* was first appointed to the board in 2004. He formerly served as portfolio manager and director of bankruptcies and restructurings from January 2001 to February 2006 for Q Investments, an investment management firm. From February 2000 until January 2001, Mr. Diament was a senior analyst for Sandell Asset Management, an investment management firm, and served as vice president of Havens Advisors, an investment management firm, from July 1998 to January 2000. He currently serves on the board of directors of Mark IV Industries, Inc., a privately-held manufacturer of engine technology solutions, and within the previous five years he served on the boards of directors of Journal Register Company, a privately-held multi-platform local news and information company, and J.L. French Automotive Castings, Inc., a privately-held auto parts company. Mr. Diament has been nominated for re-election at the meeting due to his financial sophistication and his favorable record serving as a director since 2004.

*Barry M. Smith* was elected to the board in 2011. He is currently the lead director of CenseoHealth, a privately-held Medicare risk adjustment developer, the Chairman of the Board of Optimal Radiology, a privately-held provider of imaging services for hospitals and healthcare providers, and the lead director of Halcyon Health Services, a privately-held hospice and home health care company. Since 2011, Mr. Smith has served as an operating partner for Health Evolution Partners, a

Table of Contents

private fund which invests in rapidly growing companies across the health care industry. He founded and served as chairman, president and CEO of VistaCare, Inc., a national provider of hospice services, from 1996 to 2002, and he served as chairman of VistaCare in 2003. From 1990 through 1995, Mr. Smith served as Chairman and CEO of Value Rx, Inc., then one of the country's largest pharmacy benefit management companies, and, prior to that, served as vice president of operations for PCS Health Systems, also a pharmacy benefit management firm. Within the past five years Mr. Smith also served on the board of directors of Inpatient Consultants, Inc., the nation's largest provider of hospital services delivering patient care in acute care hospitals. Mr. Smith has been nominated for re-election at the meeting due to his healthcare experience and expertise and favorable previous service as a director of the company from 2004 to 2008, and due to his appointment as the company's chief executive officer as of January 1, 2013.

*Directors Whose Terms Expire in 2014*

*William J. McBride* was first appointed to the board in 2004. Mr. McBride is currently retired. Prior to his retirement in 1995, Mr. McBride was a director of Value Health, Inc., a New York Stock Exchange-listed specialty managed care company, which included Value Behavioral Health, one of the largest behavioral health managed care companies at the time. From 1987 to 1995, Mr. McBride served as president and chief operating officer of Value Health, Inc., overseeing all operational activities of the company and its subsidiaries. Prior to his tenure at Value Health, Mr. McBride spent 15 years in a variety of positions with INA Corporation and its successor, CIGNA Corporation, including serving as president and chief executive officer of CIGNA Healthplan, Inc. Mr. McBride currently serves on the board of directors of Internet HealthCare Group, an early-stage healthcare technology venture fund, and Women's Health USA, Inc., a privately-held healthcare services company. He previously served on the board of Amerigroup Corporation, which was previously a publicly-traded health insurance company. Mr. McBride was last nominated for re-election as a director in 2011 due to his experience in the managed healthcare industry and his favorable record serving as a director since 2004.

*Robert M. Le Blanc*, the board's lead director, was first appointed to the board in 2004. He currently serves as a senior managing director of Onex Corporation ("*Onex*"). Prior to joining Onex in 1999, Mr. Le Blanc worked for Berkshire Hathaway for seven years. From 1988 to 1992, Mr. Le Blanc worked for General Electric. Mr. Le Blanc also serves as a director of ResCare, a human service company, Skilled Healthcare Group, a publicly-traded service provider to the long-term care industry, The Warranty Group, a provider of warranty and service contracts, Carestream Health, a provider of medical and dental imaging systems, USI Insurance Services, a distributor of property and casualty insurance and employee benefit products, Cypress Insurance, an insurance holding company, First Berkshire Hathaway Life, a publicly-traded diversified insurance and investment company, and Connecticut Children's Medical Center. Within the previous five years he served on the boards of directors of Emergency Medical Services Corporation, a publicly-traded provider of emergency medical services in the United States, and Center for Diagnostic Imaging, Inc., a national network of outpatient diagnostic imaging centers. Mr. Le Blanc was last nominated for re-election as a director in 2011 due to his financial and healthcare experience and his favorable record serving as a director since 2004.

*William D. Forrest* was first appointed to the board in July 2007. He is the founder and a managing partner of Tower Three Partners, LLC, a private equity fund that invests in distressed companies requiring operational and/or financial restructuring. Mr. Forrest currently serves on the board of directors of Restoration Hardware, Inc., a publicly-traded home furnishings retailer. He served as the non-executive chairman of Cosi, Inc., a national restaurant chain which was listed on NASDAQ, from December 2006 through November 2007. He served as the executive chairman of Cosi from May 2003 until December 2006. Prior to joining Cosi, Mr. Forrest was a managing director leading the restructuring group and serving on the management committee at the international investment bank, Gleacher Partners, from 2001 until 2004. Prior to his position at Gleacher Partners, he was a managing

Table of Contents

director of Catterton-Forrest LLC, where he was responsible for the acquisition and management of portfolio companies in the troubled business space. Mr. Forrest is a Certified Turnaround Professional. He began his professional career in the consulting division of Laventhol & Horvath. Throughout his career, he has served in executive management, investment banking and investor roles with organizations in a variety of industries including healthcare, manufacturing and food services. Mr. Forrest was nominated for re-election in 2011 due to his financial experience and his favorable record serving as a director since 2007.

*Directors Whose Terms Expire in 2015*

*René Lerer, M.D.* was appointed executive chairman as of January 1, 2013. Prior to that time, he served as president and chief executive officer since February 19, 2008 and as chairman of the board since February 25, 2009. Prior to serving as president and chief executive officer, he served as president and chief operating officer of the company from October 2003 and as chief operating officer of the company from January 2003. Dr. Lerer was first appointed to the board in 2004. Prior to joining the company, Dr. Lerer co-founded Internet HealthCare Group ("IHCG"), an early-stage healthcare technology venture fund, and served as its president from 1999 to 2002. Prior to IHCG, Dr. Lerer was employed by Prudential Healthcare, Inc. as its chief operating officer from 1997 to 1999. Prior thereto, Dr. Lerer was employed by Value Health, Inc., a New York Stock Exchange-listed specialty managed healthcare company, and served as senior vice president operations of its pharmacy and disease management group from 1995 to 1997. Prior thereto, Dr. Lerer was employed by Value Health Sciences as senior vice president of corporate development from 1992 to 1994. Dr. Lerer is a member of the board of directors of IHCG, a private employee benefits service company. Within the previous five years he served on the board of directors of Digital Insurance, a private employee benefits service company. Dr. Lerer also serves on the board of HIAS, a U.S.-based international resettlement organization serving refugees in the U.S., and on the Board of Regents for Higher Education for Connecticut State Colleges and University. Dr. Lerer was nominated for re-election as a director in 2012 due to his success in serving as the company's president and chief executive officer since 2008 and as president and chief operating officer since 2003, as well as his favorable record serving as a director since 2004.

*Mary F. Sammons* was first elected to the board in 2012 after being appointed to the board in July 2011. She is currently retired. She served until June 2012 as the chairman of the board of Rite Aid Corporation ("*Rite Aid*") and has served on the board of directors of Rite Aid since 1999. From 2003 until 2010, Ms. Sammons served as the chief executive officer of Rite Aid, and from 1999 to 2008 served as the president of Rite Aid. Between 1985 and 1999, Ms. Sammons held a number of senior level positions with Fred Meyer Stores, Inc., a subsidiary of Fred Meyer, Inc. and later The Kroger Company, including president and chief executive officer. Ms. Sammons is a member of the board of the National Association of Chain Drug Stores, a trade association, and a member of the board of directors of StanCorp Financial Group, Inc., a New York Stock Exchange-listed insurance and financial services company. She previously served on the board of directors of First Horizon National Corporation, a bank holding company. Ms. Sammons was nominated for election as a director in 2012 due to her long experience in the healthcare industry and the pharmacy business in particular.

*Eran Broshy* was first elected to the board in 2009 after being appointed to the board in February 2009. He currently serves as an operating partner with Linden Capital Partners and as an executive advisor with Court Square Capital, both of which are private equity firms. He previously served as a senior adviser to Providence Equity LLC, a private equity firm. Mr. Broshy previously served for over a decade as the chief executive officer and chairman of the board of inVentiv Health, Inc., a privately-held (and until August 2010 a NASDAQ-listed) company that delivers a broad range of customized clinical, communications, commercial and patient outcome solutions to pharmaceutical and life sciences companies. Prior to joining inVentiv, Mr. Broshy spent 14 years at The Boston Consulting

Table of Contents

Group ("BCG") and served for a number of years as the partner responsible for BCG's healthcare practice across the Americas. He also served as president and chief executive officer of Coelacanth Corporation, a privately-held biotechnology company. Within the previous five years Mr. Broshy has served on the board of directors of inVentiv Health, Inc., Virtual Radiologic Corporation, a private teleradiology company, ikaSystems Corporation, a private software and application service provider company, HeartFlow, a cardiovascular diagnostics company, Neurogen Corporation, a NASDAQ-listed biotechnology company, and Union Street Acquisition Corp., a blank check company. He also serves on the Simon Wiesenthal Center's New York Executive Board, on the Dean of Science Advisory Council at the Massachusetts Institute of Technology (MIT) and on MIT's Visiting Committee for the Social Sciences. Mr. Broshy was nominated for re-election as a director most recently in 2012 due to his experience in the healthcare industry in general and the managed healthcare industry in particular.

***Director Election and Terms of Office***

Messrs. Ressler, Diament and Smith are currently nominated for re-election for a three-year term to extend until the 2016 annual meeting. Messrs. McBride, Le Blanc and Forrest are currently serving for a three-year term to extend until the 2014 annual meeting. Dr. Lerer, Ms. Sammons and Mr. Broshy are currently serving for a three-year term to extend until the 2015 annual meeting. In each case, the term of office will extend until the indicated annual meeting and the election and qualification of their respective successors, or their earlier death, incapacity, resignation or removal.

***Arrangements Regarding the Nomination of Directors***

There is no agreement or arrangement whereby any director or other individual has been nominated or will be re-nominated to serve as a director of the company, except in the case of Dr. Lerer. Under his 2008 employment agreement, Dr. Lerer was to serve as a member of the board and any failure by the company to elect or re-elect him to the board was considered to give him "good reason" to terminate that agreement and receive the compensation and other benefits described under "*Executive Officers Employment Contracts and Termination of Employment and Change of Control Payments*" below. His employment agreement was amended on December 10, 2012 and those board election provisions were removed.



Table of Contents

**EXECUTIVE COMPENSATION**

*Compensation Discussion and Analysis*

*Executive Summary*

2012 Highlights

Our 1-year, 3-year and 5-year growth in EBITDA, net income and diluted earnings per share were all above the median for our comparator group identified below, in most cases substantially.

Our annual and long-term incentive compensation is 100% performance-based.

A large portion of our Named Executive Officers' 2012 compensation was variable based on their performance approximately 86% for our CEO during 2012.

A large portion of our executives' 2012 compensation was in the form of equity grants which vest over time and are tied to the creation of shareholder value over 58% for our CEO during 2012.

The long-term incentive compensation of our executives (other than Dr. Lerer, who is serving as executive chairman in a transitional role) is 75% in the form of options, which only have a realizable value to our executives if value is created for our shareholders; if no value is created, then this incentive compensation provides no value to our executives.

We have strong equity ownership requirements for our executives and clawback provisions which help align the interests of our executives with those of our shareholders.

Compensation Policy Change for 2013

In negotiating the employment agreement for our new chief executive officer, Mr. Smith, we declined to extend any excise tax gross-up arrangements to him in connection with a change of control, which had been included in our employment agreement with our former chief executive officer, Dr. Lerer. In the agreement under which Dr. Lerer will serve as our executive chairman in 2013, we also removed his excise-tax gross-up arrangements payable upon a change of control.

Overview of Compensation Components

The compensation of our Named Executive Officers includes several components, each of which is designed to reward performance over a different time period:

*Base salary:* This is designed to provide basic financial security to our Named Executive Officers. Base salary is typically set in our employment agreements with our Named Executive Officers, based on the executive officer's responsibilities, experience level and leverage over company performance, and is subject to annual adjustments. For 2012, we generally increased the base salary for each of our Named Executive Officers by 3%, with a 4% increase to Ms. Rohan and Ms. Blasi and an 8.6% increase to Mr. Rubin.

*Annual bonus:* Our short-term incentive plan provides annual cash bonuses as an incentive to meet our annual financial goals. Bonus targets are typically specified in our employment agreements with our Named Executive Officers as a

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percentage of their base salary, with more senior officers having a higher percentage bonus target. For 2012, the bonus targets for Dr. Lerer, Mr. Rubin, Mr. Gregoire, Ms. Blasi, Ms. Lewis-Clapper and Ms. Rohan were 100%, 75%, 50%, 50%, 50% and 85%, respectively. Achievement of those bonus targets depended on achieving an adjusted segment profit of \$240 million and performance against individual criteria and objectives. Based on achieving 111% of this segment profit target in 2012 (as adjusted for

Table of Contents

certain compensation accruals), we funded our bonus pool at approximately 117% of its target funding level. We awarded bonuses equal to 190% of his target bonus to Dr. Lerer, 150% of his target bonus to Mr. Rubin, 155% of his target bonus to Mr. Gregoire, 175% of her target bonus to Ms. Blasi and 150% of her target bonus to Ms. Lewis-Clapper. No bonus was paid to Ms. Rohan, as she resigned in June 2012.

*Equity awards:* We use awards of stock options and performance-vesting restricted stock units ("*RSUs*") to provide a long-term incentive to our Named Executive Officers. The committee has selected these equity awards to ensure that our Named Executive Officers' long-term interests are aligned with those of our shareholders. The values of these awards are measured as of the date of the awards, and are set as a percentage of their base salary. The total dollar value of awards to each person is split 75%/25% between stock options and RSUs, based on a Black-Scholes valuation of those options and the closing price of the stock on the date of the RSU awards, and generally vest ratably over a period of three years (four years in the case of Mr. Smith's sign-on equity grant). A greater emphasis has been placed on stock options rather than RSUs because the economics of options are more closely aligned with the committee's philosophy that long-term compensation should be based on the creation of shareholder value. Options serve that purpose best because they will only have value if shareholder value is created. RSUs are included, although to a lesser extent, since the RSUs generally vest over three years based on minimum performance thresholds and serve to drive performance and provide an important retention incentive to our Named Executive Officers. The awards to Dr. Lerer, Mr. Rubin, Mr. Gregoire, Ms. Blasi, Ms. Lewis-Clapper and Ms. Rohan in 2012 were valued at \$4,012,493, \$1,175,000, \$713,865, \$813,527, \$580,850 and \$1,608,750, respectively, for purposes of determining the awards. However, the ultimate value of these awards to our Named Executive Officers will depend on the performance of our stock price over the required vesting period. Our Named Executive Officers will only realize these values if our stock price appreciates to \$61.27, since 75% of the value of these awards was in the form of options with an exercise price of \$47.46 which were valued using Black-Scholes at \$13.81 per share. Our stock price at \$61.27 corresponds to an increase in our market capitalization of approximately \$377 million, based on the weighted average fully-diluted shares outstanding of approximately 27,312,812 as of March 31, 2012, as reported in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2012, the closest reported shares outstanding to the options' grant date. Thus, for our Named Executive Officers to realize the full value of their equity awards, there must be an increase from our March 31, 2012 market capitalization of approximately \$377 million.

*Deferred compensation plan:* We also maintain a 401(k) savings plan and a Supplemental Accumulation Plan (the "*SAP*") under which we make annual contributions of deferred compensation to our Named Executive Officers and allow voluntary deferrals. In 2012, we made a company contribution to the SAP for Dr. Lerer, Mr. Rubin, Mr. Gregoire and Ms. Lewis-Clapper equal to 11% of their base salary.

*Executive Compensation Philosophy*

Our compensation programs and policies are designed to attract, retain and reward individuals of outstanding ability in key executive positions, in order to deliver value to our shareholders. Specifically, our compensation programs have been developed using the following principles:

*Pay for Performance:* Our philosophy is that an individual's compensation should reflect his or her individual performance, the performance of his or her area of responsibility, and the performance of the company as a whole. Corporate strategic goals are set and formally revisited by our board on an annual basis. Each executive's performance for a year is evaluated in relation to the corporate strategic goals for the year pertaining to his or her area of responsibility. These same strategic goals serve as a framework on which all employee performance evaluations are derived.

Table of Contents

*Competitive Pay:* We believe that the overall compensation package for each executive should be competitive, as determined, where available, by market-based compensation data pertinent to his or her position. In determining competitive compensation levels, we consider the Comparable Companies listed below. We endeavor to set base compensation near the median determined by pertinent market-based compensation data in order to recruit and retain appropriate personnel and to set variable pay on terms and at levels that will be above the average where performance is correspondingly above average. Because we believe that it is necessary to attract superior executive talent to achieve our business objectives, targeted leadership positions that will most leverage company performance are benchmarked for cash compensation near the 50<sup>th</sup> percentile but, consistent with our pay for performance philosophy, are benchmarked for total compensation (i.e. base salary plus short-term and long-term incentive compensation) between the 50<sup>th</sup> and 75<sup>th</sup> percentile within the group of Comparable Companies. We conduct an annual review of both competitive market data, as well as a comprehensive assessment of company, business unit and individual performance to ensure pay remains both competitive, as well as tightly linked to performance.

*Alignment with Company Goals:* Our compensation programs are designed to support both the short-term and long-term financial, operating and other goals of the company. We seek to align the mix of long- and short-term variable compensation to create incentives for the achievement by each executive of performance goals aligned with our long- and short-term goals, to help ensure execution of those goals through achievement of specific company-wide, business unit and individual objectives associated with those long- and short-term goals.

*Alignment with Shareholder Interests:* We believe that senior management's compensation should include long-term incentives that encourage performance that builds long-term value for both the company and our shareholders. To that end, compensation program components balance the need to incent and reward short-term results (e.g., through our Short Term Incentive Plan ("STIP")) with long-term results as reflected by the market performance over time of the company's common stock (e.g., through equity awards under our 2011 Management Incentive Plan ("2011 MIP") and predecessor plans). Our philosophy results in overall compensation which is near the median of the long-term equity compensation paid by the Comparable Companies, thus aligning our executives' interests with those of our shareholders and promoting our pay for performance philosophy.

*Role of the Management Compensation Committee*

The Management Compensation Committee (the "*committee*") of our board of directors is comprised of three (3) members of the board who are not current or former employees of the company and who the board has determined are independent for purposes of the NASDAQ listing standards. See "*Corporate Governance and Related Matters Director Independence*" above. The duties and responsibilities of the committee include: (i) establishment of our general compensation philosophy, and oversight of the development and implementation of compensation programs; (ii) review and approval of the means used for applying our corporate goals, and our specific company-wide, business unit and individual performance objectives to be used in determining the compensation of our chief executive officer, our other Named Executive Officers listed in the compensation tables which follow this "*Compensation Discussion and Analysis*" section and other members of senior management; (iii) review and approval of compensation for our chief executive officer and our other Named Executive Officers; (iv) the development of recommendations to our board with respect to our various compensation plans and programs and overseeing the activities of the individuals and committees responsible for administering those plans; and (v) oversight of regulatory compliance with respect to compensation matters. In practice, the committee specifically determines the compensation payable to the Named Executive Officers and our other executive officers with input from pertinent management

Table of Contents

personnel, independent compensation consultants and other advisers, after evaluating the independence of such advisers. The committee periodically reviews summaries which list the various components of each person's total compensation.

*Compensation Consultants*

The committee engaged Steven Hall & Partners, a nationally recognized compensation consulting firm, to act as its independent compensation consultant and provide the committee with information supporting compensation decisions with respect to our Named Executive Officers and other executive officers and key employees for their compensation in 2012 and 2013, and to review and advise the company on its management compensation plans and programs. This consultant was engaged directly by the committee, although it periodically interacts with management to gather relevant data, to implement compensation plans and programs and to assist in the preparation of the company's proxy statement and other public filings. Based on a review of various considerations and a report from Steven Hall & Partners regarding its independence, the committee determined that the firm is independent from the company and has no conflicts of interest in its role as compensation consultant to the committee. The committee has sole authority to determine the compensation for and to terminate Steven Hall & Partners' services. The committee annually instructs the consultant to perform a market analysis and develop competitive market data of comparable companies for all elements of compensation. The consultant also provides advice to the committee on which companies it may consider comparable for these purposes. Based on its market analysis, the consultant formulates a range of values within major elements of compensation, which the committee considers in making its compensation decisions. The consultant does not determine or recommend the amount or form of executive and director compensation; its role is limited to providing data and advice to the committee for its consideration. The committee also reviews and considers compensation data surveys from a number of other independent sources.

*Comparable Companies and Other Market Data Assessment*

As a specialty managed healthcare company operating in several business segments, we have few similar peer companies with which we directly compete in the marketplace. However, we compete generally in the market for superior healthcare executive talent and seek to structure our incentives and compensation to attract, reward and retain individuals who meet that description. As a result, the committee instructed the compensation consultant to perform a broad multi-industry market analysis and an analysis of publicly-traded healthcare provider and service companies, to develop competitive market data to support compensation decisions regarding our Named Executive Officers, other executive officers and key employees. Steven Hall & Partners compiled broad-based market surveys confidentially completed by hundreds of companies operating in the healthcare and various other industry sectors and provided the committee with a proprietary statistical summary of this information, presented in chart form. This summary information consisted of marketplace consensus median and 75th percentile amounts for certain elements of compensation (e.g., base salary, total cash compensation and total remuneration) for executive officer positions which were considered comparable to that of each of the company's Named Executive Officers. The committee uses that information for the general purpose of understanding compensation practices when making compensation decisions, and for helping to judge the reasonableness of its compensation recommendations.

Steven Hall & Partners also compiled a survey of companies in the healthcare provider and services industry which include lines of business in which our company is engaged, including managed care companies, pharmacy benefit management companies, and specialized healthcare services companies, which had revenues ranging from 50% to 200% of our revenues. The survey also included Coventry Health Care, Inc., which had greater revenues but was nevertheless considered comparable

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### Table of Contents

due to the nature of its operations. The group of companies considered comparable changes from year to year depending on the evolution of our and their businesses. Based on the work performed by Steven Hall under the supervision of the committee, we reviewed for comparative purposes the public compensation information reported by the following companies which operate in various segments of the managed healthcare sector (the "*Comparable Companies*"):

Amerigroup Corporation	Centene Corp.
Coventry Health Care, Inc.	Laboratory Corp. of America Holdings
Mednax, Inc.	Molina Healthcare, Inc.
PharMerica Corp.	Triple-S Management Corp.
Universal Health Services, Inc.	WellCare Health Plans, Inc.

Information for the Comparable Companies included revenues, EBITDA, net income, diluted earnings per share and total shareholder return. We believe that this group is appropriate because it includes companies engaged in comparable lines of business with comparable size and sophistication.

The committee also considers market survey data based on the executive officer's discipline and company revenues. For all of these analyses, total remuneration is considered, including base salary, bonus (short-term incentive awards) and equity and other long-term incentive awards.

Dr. Lerer's total targeted cash compensation and total targeted compensation in comparison to the Comparable Companies was below the median, as shown in the following table:

#### Target Compensation

	Comparable Companies			Magellan's Percentile Rank
	Magellan	Median	75 <sup>th</sup> Percentile	vs. Comparable Companies
Base Salary	\$ 1,003,123	\$ 917,500	\$ 1,009,400	69%
Total Cash Compensation	\$ 2,006,246	\$ 2,362,000	\$ 2,657,900	31%
Total Long-Term Compensation	\$ 4,012,492	\$ 5,024,500	\$ 8,111,200	43%
Total Compensation	\$ 6,018,738	\$ 7,536,600	\$ 10,634,700	40%

Dr. Lerer's actual total compensation for 2012 fell at the 52nd percentile of the total compensation paid to chief executive officers among the Comparable Companies for 2012.<sup>1</sup> Dr. Lerer's total cash compensation was above the median and his total long-term compensation, which was paid in a combination of RSUs and options, and thus the full value of which can only be realized if additional shareholder value is created, was slightly below the median, and the total value of his compensation was slightly above the median, as shown in the following table:

#### Actual Compensation

	Comparable Companies			Magellan's Percentile Rank
	Magellan	Median	75 <sup>th</sup> Percentile	vs. Comparable Companies
Base Salary	\$ 995,819(1)	\$ 917,500	\$ 1,009,400	69%
Total Cash Compensation	\$ 2,901,753	\$ 2,410,600	\$ 3,233,000	63%
Total Long-Term Compensation	\$ 4,012,480	\$ 4,023,600	\$ 8,690,600	47%
Total Compensation	\$ 6,914,233	\$ 6,240,600	\$ 12,475,900	52%

(1) Actual base salary is less than target base salary, as the actual figure only reflects the target rate after an increase on 4/1/12.

<sup>1</sup>

Information for the Comparable Companies includes certain information which has been publicly-disclosed for 2012, and where such information for 2012 is unavailable, includes publicly-disclosed information for 2011.

Table of Contents*Mix of Compensation*

Consistent with our compensation philosophy, our total remuneration for executive officers is designed to attract and retain superior executive talent and encourage performance that builds long-term value for both the company and its shareholders. The committee annually sets target compensation for each of the Named Executive Officers, which is allocated among a three-part program which includes base salary and benefits, annual bonuses under our STIP, and equity awards. In general, base salary and bonus opportunities are determined by the company's assessment of the degree of leverage which the individual has over company performance. Bonus is awarded based on annual performance relative to pre-set company-wide and individual performance criteria. Equity awards are made by determining a target value representing a multiple of base salary, divided by a per share value yielded by a Black-Scholes or other valuation model for the equity instrument awarded. Each component is intended to address a goal of our compensation philosophy: base salary and benefits are designed to provide top talent with a reasonable level of assured pay; our STIP bonuses are designed to reward short-term (annual) results; and the equity component of our compensation plan is designed to reward longer term results consistent with the creation of shareholder value and promote retention of senior officers. The committee believes that this three-part program, which is heavily-weighted toward performance-based compensation and within the performance-based component is heavily-weighted toward long-term equity compensation which largely consists of stock options, properly provides incentives to management to maximize the sustainability of the company's performance over time.

The portion of the executives' compensation which is awarded under the STIP bonuses and long-term equity awards is performance-based. The following shows the targeted percentage of each of the Named Executive Officers' compensation for 2012 which is allocated to each of the three major components, based on base salary rates, targeted STIP bonuses and targeted long-term equity awards:

Targeted Mix of Compensation

<b>Named Executive Officer</b>	<b>Base Salary(1)</b>	<b>STIP Bonus(2)</b>	<b>Equity Award(3)</b>
Dr. Lerer	17%	17%	66%
Mr. Rubin	23%	18%	59%
Mr. Gregoire	31%	15%	54%
Ms. Blasi	29%	15%	56%
Ms. Lewis-Clapper	31%	15%	54%
Ms. Rohan	22%	18%	60%

- (1) Base salary rates used in this table were effective 4/1/12 and the actual amounts paid during 2012 are less based on the previous rate in effect prior to 4/1/12.
- (2) Actual STIP bonus may be more or less, depending on company and individual performance.
- (3) The actual realized values of the equity awards will depend on the performance of the company's stock price, earnings per share and return on equity, as the RSUs do not vest unless minimum performance thresholds are achieved, and the options have no value if shareholder value is not created.



Table of Contents

The following table shows the actual amounts and percentages of the Named Executive Officers' total compensation in 2012 attributable to the three major components:

Actual Mix of Compensation

Named Executive Officers	Base Salary	%	STIP Bonus	%	Equity Award(1)	%
Dr. Lerer	\$ 995,819	14%	\$ 1,905,934	28%	\$ 4,012,493	58%
Mr. Rubin	\$ 460,712	21%	\$ 528,750	24%	\$ 1,175,000	54%
Mr. Gregoire	\$ 404,953	28%	\$ 316,140	22%	\$ 713,865	50%
Ms. Blasi	\$ 424,055	26%	\$ 374,651	23%	\$ 813,527	50%
Ms. Lewis-Clapper	\$ 329,497	28%	\$ 248,936	22%	\$ 580,850	50%
Ms. Rohan	\$ 268,819	14%	\$ (2)	0%	\$ 1,608,750(2)	86%

(1)

The actual realized values of the equity awards will not be determined until the company's financial performance is measured against all applicable minimum performance thresholds and the company's stock price performance is known. The figures in this column represent the closing price of the company's stock on the date of the award for RSU awards and the Black-Scholes value of the stock options used in determining the size of the stock option awards. If no shareholder value is created, these equity awards will have materially less realizable value to the Named Executive Officers and the option portion will have no value.

(2)

As a result of her resignation from the company in June 2012, Ms. Rohan did not receive a STIP bonus award for 2012. Her equity award was forfeited pursuant to its terms after her resignation and the amount set forth above represents its grant date value.

*Compensation Program Components and Rationale for our Named Executive Officers*

The compensation packages for our Named Executive Officers are designed to set total compensation at levels that reflect both personal and organizational performance and results. Each of our Named Executive Officers has an employment agreement that establishes his or her initial base salary and bonus opportunity that was agreed upon following arm's length negotiations with the respective individual. The company entered into an employment agreement with Mr. Smith on December 10, 2012 regarding his appointment as chief executive officer as of January 1, 2013 based on negotiations between him and the Management Compensation Committee. In determining annual adjustments to base salary, annual bonus awards (short-term incentive) and annual equity awards (long-term incentive) for our Named Executive Officers, the committee considers recommendations of the chief executive officer (except in the case of his own compensation) based on his assessment of each executive's performance and results and in the context of market data provided by the committee's independent compensation consultants.

*Base Salary*

Base salary is intended to provide basic financial security to our Named Executive Officers, so it is not made subject to performance risk in any year. In determining the base salary and base salary increases for each of our Named Executive Officers, the committee considers such factors as existing contractual commitments, competitive market data, compensation opportunities perceived to be necessary to retain him or her, individual performance, the scope, complexity, difficulty and criticality of the individual executive officer's role with the company, and prior compensation. The employment agreements entered into with each of our Named Executive Officers specify an initial amount which is

Table of Contents

subject to annual review and adjustment. The following shows the percent increase and base salary rate which each of our Named Executive Officers was awarded effective April 1, 2012:

2012 Base Salary Rates

<b>Named Executive Officer</b>	<b>Percent Increase</b>	<b>Base Salary Rate</b>
Dr. Lerer	3.0%	\$ 1,003,123
Mr. Rubin	8.6%	\$ 470,000
Mr. Gregoire	3.0%	\$ 407,923
Ms. Blasi	4.0%	\$ 428,172
Ms. Lewis-Clapper	3.0%	\$ 331,914
Ms. Rohan	4.0%	\$ 585,000

To determine the adjustment to base salary payable in 2012 to the Named Executive Officers, Dr. Lerer articulated the overall company strategy, and each executive created a "scorecard" for his or her respective area of responsibility that reflected the company's goals for that year. At the end of the year, each executive completed a self-assessment based on his or her scorecard and arrived at a quantitative score for the year. Dr. Lerer then reviewed the self-assessments, and completed his own analysis of each executive's performance, and assigned a quantitative rating resulting in a recommended increase percentage in the executive's base salary. The committee reviewed Dr. Lerer's recommendation for base salary increases for 2012 and adjusted the increases in our discretion. Based on its review of relevant data, the committee determined that these increases were consistent with market increases at comparable companies and reflected that all of our Named Executive Officers had met and exceeded their performance scorecards and goals.

In determining adjustments to base salary rates payable in 2013, Mr. Smith followed the process outlined above. The committee reviewed Mr. Smith's recommendations and adjusted the increases in its discretion. As a result, the committee decided to increase the base salary rate for Mr. Rubin, Mr. Gregoire, Ms. Blasi and Ms. Lewis-Clapper by 3% over the rates payable in 2012.

*Annual Bonuses*

We have established an annual short-term incentive plan, the STIP, which is described under "*Benefit Plans and Awards Annual Incentive Plan*" below. The STIP provides cash bonuses and is available to all management-level employees, including our Named Executive Officers. At the beginning of each year, the committee, with input from the chief executive officer and other members of management, establishes corporate performance targets for funding the overall STIP bonus pool. After the end of the year, the committee reviews the company's performance in relation to the pre-established corporate performance targets, assesses the Named Executive Officer's performance and the recommendations of the chief executive officer, and determines the amount of individual annual STIP bonus awards for the Named Executive Officers from the overall bonus pool established for that year.

STIP awards may vary from no bonus if the performance threshold is not attained, to the targeted percentage of base pay if the target performance is attained, to a maximum of 200% of the targeted percentage of base pay if the target performance is substantially exceeded.

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### Table of Contents

For our CEO, the STIP provides that his award will vary, depending on the company's performance against its performance target, in the following manner:

Achievement Against Performance Target	Bonus Award, as a Percentage of Target Bonus(1)
$x \leq 83.9\%$	none
$x \geq 83.9\%$ and $\leq 100\%$	100%, subject to reduction at the discretion of the committee
$x > 100\%$	100% plus the product of target bonus and 5 times the percentage by which the performance target is exceeded, not to exceed 200%

(1) The contractual bonus target for Dr. Lerer in 2012 and 2013 and Mr. Smith in 2013 is 100% of their base salary.

For our other Named Executive Officers, the STIP provides that if the company's performance target is not achieved, the bonuses are reduced from the target amount by \$0.50 for each dollar of shortfall, so that no bonus is funded if performance is less than 83.9% of the target. If the company's performance target is exceeded, then the target bonuses are increased by the product of 5 (for the President and CFO) or 3 (for each of the other Named Executive Officers) times the percentage by which the company's performance exceeded the target, not to exceed an additional 100%.

In the case of the Named Executive Officers for whom the CEO makes a recommendation, the individual performance objectives included the following:

*Mr. Rubin:* (i) overall leadership of the finance and investor relations functions; (ii) support of acquisition activities; (iii) support of cross-functional management teams to ensure that pricing, underwriting and sales strategy are aligned with financial performance targets; (iv) attainment of budget targets; and (v) ensure compliance with all regulatory requirements. For 2012, Mr. Rubin's goals were focused on the following: strengthen underwriting capabilities, financial strategy to maximize long term shareholder value, evaluation of prospective M&A opportunities, strengthen medical economics capability, risk management, analytical support for value proposition and product development needs, and talent development.

*Mr. Gregoire:* (i) overall leadership of the legal and compliance functions; (ii) support of review and implementation of acquisitions, customer contracting and product development; (iii) leadership for all SEC filings and disclosures; (iv) leadership of legal support for other corporate and corporate governance matters and overall legal and regulatory compliance; and (v) attainment of budget targets. For 2012, Mr. Gregoire's goals were focused on the following: enhance legal support for all business lines, new customer and product implementations, and customer relationships, successfully resolve litigation/arbitration cases, maximize high levels of regulatory compliance, expand business unit compliance auditing, improve compliance and fraud plan support, employee awareness and training on compliance and security matters, and talent development.

*Ms. Blasi:* (i) overall leadership of National Imaging Associates ("NIA"); (ii) leadership of NIA sales, operations, customer relations, new product development and provider networks; (iii) leadership of NIA strategy; and (iv) attainment of budget targets. For 2012, Ms. Blasi's goals were focused on the following: revenue growth through new account sales, new product sales, and client up-sells, ensure cost efficient delivery of service, maintain focus on influence of legislation, maximize clinical leadership and innovation position with customers and key industry forums, and talent development.

Table of Contents

*Ms. Lewis-Clapper:* (i) overall leadership of the company's human resources function, including HR business consulting, talent acquisition, compensation, benefits, HR management systems, HR Service Center, and Payroll; (ii) support of diligence and implementation of acquisitions; (iii) development and implementation of workforce capability and engagement strategy to enable successful execution of the company's business goals; (iv) compliance with all human resource-related regulatory requirements; and (v) attainment of financial targets. For 2012, Ms. Lewis-Clapper's goals were focused on the following: talent acquisition and development to support all current contracts and new implementations, succession planning, employee engagement, strengthening compensation, benefits and systems plans to support growth, design and execution of health and wellness strategy, and meeting or exceeding financial targets.

*Ms. Rohan:* (i) overall leadership of all of the company's business segments including managed behavioral health, radiology benefits management, specialty pharmaceutical management and Medicaid administration; (ii) leadership of sales, operations, customer relations, new product development and provider networks; (iii) leadership of overall strategy; (iv) responsibility for overall budget development; and (v) attainment of budget targets. For 2012, Ms. Rohan's goals were focused on the following: achievement of segment profit targets, generating new business revenue and segment profit growth, client retention, pipeline creation, Medicaid and Pharmacy strategy, administrative expense efficiencies, and talent development.

The committee's evaluation of individual performance is not tied to a mathematical formula measuring achievement of the qualitative factors described above, but rather is a subjective evaluation of overall performance.

Annual bonuses are paid in the first quarter of the year following the year to which the bonuses relate. The bonuses paid in 2013 were for work performed during 2012.

For 2012, the committee set a company-wide performance target for funding the overall bonus pool. The bonus pool for 2012 was funded based on the company exceeding a total adjusted company segment profit target of \$240 million. For the purpose of determining the company's performance in relation to the segment profit target for 2012, the committee included in its calculation of segment profit an additional amount representing a portion of a reduction in segment profit that resulted from a renegotiation of rates on a customer contract in connection with a three-year extension of the contract, in view of the longer-term benefits to the company from the extension. The committee set this bonus pool performance target to create incentives for management to maintain and promote growth of the company's earnings as a whole. During 2012, the company achieved 111% of this adjusted segment profit target, resulting in our bonus pool being funded at approximately 117% of the target bonus.

We define "*segment profit*" as profit or loss from operations before stock compensation expense, depreciation and amortization, interest expense, interest income, gain on sale of assets, special charges or benefits, and income taxes. We use segment profit information for internal reporting and control purposes and consider it important in making decisions regarding the allocation of capital and other resources, risk assessment and employee compensation, among other matters. Segment profit information referred to in this proxy statement may be considered a non-GAAP financial measure. Further information regarding this measure, including the reasons management considers this information useful to investors and a reconciliation to the GAAP measure "*Income from operations before income taxes*," is included under "*Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations*" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed with the SEC on February 28, 2013, and will be included in our Quarterly Reports on Form 10-Q to be filed with the SEC as required.

We believe that segment profit is an appropriate measure of company performance for purposes of determining annual bonuses because we discuss segment profit in announcing our financial results, and many shareholders and analysts use it as an important measure of overall company performance. We

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### Table of Contents

also believe that setting annual bonus pool performance targets based upon segment profit properly aligns incentives for our executives and employees with the interests of our shareholders.

Each individual's bonus is determined based upon each individual's bonus target (which is determined as a percent of base salary), an evaluation of each individual's performance during the year, and the funding of the overall company bonus pool for the year. Set forth below is the range of values which may be awarded under the STIP to the Named Executive Officers:

#### 2012 Bonus Ranges

Named Executive Officer	Threshold(1)	Target Percentage(2)	Target Amount	Maximum Percentage(3)	Maximum Amount(4)
Dr. Lerer	\$ 0	100%	\$ 1,003,123	200%	\$ 2,006,246
Mr. Rubin	\$ 0	75%	\$ 352,500	150%	\$ 705,000
Mr. Gregoire	\$ 0	50%	\$ 203,962	100%	\$ 407,923
Ms. Blasi	\$ 0	50%	\$ 214,086	100%	\$ 428,172
Ms. Lewis-Clapper	\$ 0	50%	\$ 165,957	100%	\$ 331,914
Ms. Rohan	\$ 0	85%	\$ 497,250	170%	\$ 994,500

- (1) The threshold for payment of a bonus is the achievement of at least 83.9% of the applicable performance target.
- (2) Under the Named Executive Officers' employment agreements, target bonus is specified as a percentage of their base salary then in effect, except in the case of Ms. Lewis-Clapper, in which case the percentage of base salary is set by the committee.
- (3) The maximum bonus is calculated at 200% of the target amount and is expressed as a percentage of base salary.
- (4) A maximum bonus could be awarded, for example, if company performance targets are exceeded and an individual far exceeds his or her personal goals. Maximum bonus is reserved for instances where performance significantly exceeds measures and expectation.

Set forth below is a summary of the individual bonus awards made to the Named Executive Officers in 2013 for the 2012 performance year:

#### 2012 Bonus Awards

Named Executive Officer	Percent of Target Bonus Awarded	Dollar Amount Awarded
Dr. Lerer	190%	\$ 1,905,934
Mr. Rubin	150%	\$ 528,750
Mr. Gregoire	155%	\$ 316,140
Ms. Blasi	175%	\$ 374,651
Ms. Lewis-Clapper	150%	\$ 248,936
Ms. Rohan	0%	\$ 0

These bonus awards reflect that each individual other than Ms. Rohan met and/or exceeded his or her individual performance objectives for 2012. Ms. Rohan resigned in June 2012 and thus received no bonus.

Table of Contents

*2013 Bonus Pool Target*

For 2013, the committee has set a performance target for funding of the overall cash bonus pool based on the company exceeding a segment profit target for total company segment profit.

*Equity Awards*

We have provided our Named Executive Officers with equity awards under the 2011 MIP, and its predecessor plans, the 2008 Management Incentive Plan ("*2008 MIP*"), the 2006 Management Incentive Plan ("*2006 MIP*") and 2003 Management Incentive Plan ("*2003 MIP*"), which are designed as long-term incentive vehicles, to promote focus on longer term goals, to build shareholder value and to retain our senior executives. As described above, we target equity awards for our Named Executive Officers which, when added to base salary and annual bonus under the STIP, are targeted at or above the 50th percentile of total compensation for the Comparable Companies. Our policy is to grant options only at an exercise price not less than the closing price of the shares on NASDAQ on the date the option is granted, which for 2012 was the closing price reported on NASDAQ on March 5, 2012. Under our Policy Regarding Awards of Equity-Based Incentive Arrangements to Executive Officers and Other Employees, we typically make equity awards once annually on the third business day of March. See "*Equity Award Procedures Generally*" below.

Consideration of annual equity awards is made as part of the annual review of other compensation components, and is based on both competitive market analysis and individual and company performance assessments. With respect to the equity award made to Dr. Lerer in 2012, the terms of the award were determined by the committee. The equity awards to Mr. Rubin, Mr. Gregoire, Ms. Blasi, Ms. Lewis-Clapper, Ms. Rohan and our other executive officers are approved by the committee on the recommendation of the chief executive officer and may be adjusted in its discretion. All other equity awards are determined by the chief executive officer, although the total annual equity pool is approved by the committee and the committee can review any and all individual grants. Options granted to the Named Executive Officers under the 2011 MIP in 2012 have ten-year terms and vest ratably over three years. Options and RSUs also automatically vest and become immediately exercisable if the employment of our Named Executive Officers is terminated by us "without cause," or by the executive for "good reason" following a change in control of the company. See "*Compensation of Named Executive Officers on Change in Control and Other Termination of Employment*" below. This protection is provided for the Named Executive Officers in certain cases in their employment agreements and otherwise by the terms of the options and RSUs issued to them.

The committee's decisions to make equity awards to our Named Executive Officers are typically based on the following:

- 1) The value of the equity award is based on a percentage of the individual's base salary, taking into account the person's performance in the prior year, the nature of the individual's role and his or her potential contribution to the long term success of the company, the importance of retention of and incentive for that individual, and other factors.
- 2) The number of shares associated with the award is calculated by dividing the total value of the award by a per share value yielded by a Black-Scholes valuation for stock options and the closing price of a share of the company's common stock for RSUs.

The committee believes that determining an equity award based on each executive's base salary and performance is consistent with best practices of the Comparable Companies and is the most appropriate basis on which to make equity awards, properly size the award, recognize past performance

Table of Contents

and create incentives for future performance. The following table shows the base salary and the target value of each of the Named Executive Officers' equity awards in 2012 as a percentage of base salary:

2012 Equity Award Targets

Named Executive Officer	Base Salary(1)	Equity Award Target(2)
Dr. Lerer	\$ 1,003,123	400%
Mr. Rubin	\$ 470,000	250%
Mr. Gregoire	\$ 407,923	175%
Ms. Blasi	\$ 428,172	190%
Ms. Lewis-Clapper	\$ 331,914	175%
Ms. Rohan	\$ 585,000	275%

(1) Represents the rate of base salary established and effective as of 4/1/12.

(2) Stock options are valued using Black-Scholes and RSUs are valued at the closing price of the stock on the date of the award. For further information on how these values were determined, see below.

The mix of stock options and RSUs is based on a ratio of 75% of the total equity value being comprised of the value of option grants (using the Black-Scholes valuation of an option) and 25% of the total equity value being comprised of the value of RSUs (using the closing price of a share of the company's common stock on the date of grant). We recognize that the use of stock options can both be more dilutive to shareholders and potentially create different incentives for our executive officers than the use of RSUs. Therefore, we have included RSUs in the mix of equity grants to mitigate the effect of these issues inherent with granting stock options only. The RSUs will only vest if we achieve certain minimum performance targets set forth below. We have placed a greater emphasis on stock options because the economics of options are more closely aligned with the committee's philosophy that long-term compensation should be based on the creation of shareholder value. The stock options will only have the target values if our stock price appreciates from the date of the award by an amount which is equal to the per-share Black-Scholes value we use in determining the awards. As a result, the 2012 option awards, which represent 75% of the equity awards' targeted values, will only yield their targeted values if our stock price reaches \$61.27.

On March 5, 2012, the committee awarded under the 2011 MIP the following options and RSUs:

2012 Equity Awards

Named Executive Officer	Stock Options	RSUs
Dr. Lerer	217,912	21,136
Mr. Rubin	63,812	6,189
Mr. Gregoire	38,769	3,760
Ms. Blasi	44,181	4,285
Ms. Lewis-Clapper	31,545	3,060
Ms. Rohan	87,369	8,474

The options have an exercise price of \$47.46 per share, the closing price of the common stock on the date of the awards. The options and RSUs vest as to one-third on each of March 5, 2013, 2014 and 2015. The options are not subject to additional minimum performance thresholds as they are inherently

Table of Contents

subject to the performance hurdle that they will only yield actual value if our stock price increases in the future. The RSU awards are subject to the following minimum performance thresholds:

2012 RSU Minimum Performance Thresholds

Vesting Tranche(1)(2)	EPS Minimum Threshold(1)	ROE Minimum Threshold(2)	Performance Window
03/05/13	\$ 3.00	8%	2012 - 2017
03/05/14	\$ 3.15	8%	2013 - 2018
03/05/15	\$ 3.35	8%	2014 - 2019

(1) 50% of the RSU awards vest if the company meets the EPS minimum thresholds.

(2) 50% of the RSU awards vest if the company meets the ROE minimum thresholds.

For 2012, the company exceeded the 2012 minimum earnings per share ("EPS") threshold with fully-diluted EPS of \$5.42 and also exceeded the 2012 return on equity ("ROE") threshold. The total award packages to the individuals were valued for purposes of determining the awards at \$4,012,493, \$1,175,000, \$713,865, \$813,527, \$580,850 and \$1,608,750 for Dr. Lerer, Mr. Rubin, Mr. Gregoire, Ms. Blasi, Ms. Lewis-Clapper and Ms. Rohan, respectively. The Named Executive Officers will only realize these values with respect to the stock options if the company's stock price appreciates to \$61.27, representing the exercise price of the options plus the assumed calculated Black-Scholes value per share. The stock options were valued by our compensation consultant for purposes of determining the awards (and not for financial reporting purposes) at \$13.81 per share using Black-Scholes with the following assumptions: risk-free interest rate of 1.48%, expected life of 7 years, expected volatility of 24.24%, expected dividend yield of 0%, a term of 10 years, a market value of \$47.46 and an exercise price of \$47.46. A stock price of \$61.27 corresponds to an increase in our market capitalization of approximately \$377 million, based on the weighted average fully-diluted shares outstanding of approximately 27,312,812 as of March 31, 2012, as reported in our Quarterly Report Form 10-Q for the fiscal quarter ended March 31, 2012, the closest reported shares outstanding date to the date of option grant. The RSUs were valued at the \$47.46 closing price of the common stock on the grant date of the award.

The company awarded Mr. Smith the following stock options and RSUs as a sign-on award on February 1, 2013, the first business day of the month following the commencement of his service, under standard company equity award policy. On March 5, 2013 the company also awarded to the other Named Executive Officers other than Dr. Lerer (and excluding Ms. Rohan, who is no longer with the company), the following options and RSUs under the 2011 MIP:

2013 Equity Awards

Named Executive Officer	Stock Options	RSUs
Mr. Smith	320,992(1)	30,411(1)
Mr. Rubin	60,837	5,709
Mr. Gregoire	36,961	3,468
Ms. Blasi	44,338	4,161
Ms. Lewis-Clapper	30,074	2,822

(1) Mr. Smith is not eligible to receive additional equity awards in 2013 and 2014.

We do not include an additional minimum performance threshold for the vesting of our options because the exercise price effectively sets a threshold for realizing value on the options. That is, the implicit minimum performance threshold for the options is an increase in shareholder value and the



Table of Contents

ultimate value of the options is a direct product of the amount of shareholder value created. The options awarded to Mr. Smith have an exercise price of \$51.79 per share and the options awarded to the other Named Executive Officers have an exercise price of \$53.00 per share, the closing price of the common stock on the date of the awards. The options and RSUs awarded to Mr. Smith vest as to one-sixth on February 1, 2014, one-third on February 1, 2015 and 2016 and the final one-sixth on February 1, 2017. The options and RSUs awarded to the other Named Executive Officers vest as to one-third on each of March 5, 2014, 2015 and 2016. The RSU awards are subject to the following minimum performance thresholds:

2013 RSU Minimum Performance Thresholds

<b>Vesting Tranche</b>	<b>EPS Minimum Threshold(1)</b>	<b>ROE Minimum Threshold(2)</b>	<b>Performance Window</b>
<b>Mr. Smith:</b>			
02/01/14	\$ 3.03	7.0%	2013 - 2018
02/01/15	\$ 3.18	7.0%	2014 - 2019
02/01/16	\$ 3.34	7.0%	2015 - 2020
02/01/17	\$ 3.51	7.0%	2016 - 2021
<b>Other Named Executive Officers:</b>			
03/05/14	\$ 3.03	7.0%	2013 - 2018
03/05/15	\$ 3.18	7.0%	2014 - 2019
03/05/16	\$ 3.34	7.0%	2015 - 2020

- (1) 50% of the RSU awards vest if the company meets the EPS minimum thresholds.
- (2) 50% of the RSU awards vest if the company meets the ROE minimum thresholds.

On March 5, 2013 the committee awarded to Dr. Lerer, in lieu of the equity award contemplated under his amended employment agreement, a performance-based cash award in the amount of \$4,200,000 which vests as to one third on each of March 5, 2014, 2015 and 2016. Of each annual vesting tranche, 50% will vest only if the company meets the EPS performance targets specified above and 50% will vest only if the company meets the ROE targets specified above for the Named Executive Officers other than Mr. Smith. The committee decided to make this performance cash award to Dr. Lerer because he already holds a substantial equity interest in the company and to avoid further dilution to shareholders after the sign-on equity award to Mr. Smith upon assuming the chief executive officer role.

The total award packages to the individuals were valued for purposes of determining the awards at \$6,300,000, \$1,210,250, \$735,281, \$882,034 and \$598,275 for Mr. Smith, Mr. Rubin, Mr. Gregoire, Ms. Blasi and Ms. Lewis-Clapper, respectively. The Named Executive Officers will only realize these values with respect to the stock options if the company's stock price appreciates to \$67.92, representing the exercise price of the options plus the calculated Black-Scholes value per share. The stock options were valued by our compensation consultant for purposes of determining the awards (and not for financial reporting purposes) at \$14.92 per share using Black-Scholes with the following assumptions: risk-free interest rate of 1.30%, expected life of 7 years, expected volatility of 23.75%, expected dividend yield of 0%, a term of 10 years, a market value of \$53.00 and an exercise price of \$53.00. A stock price of \$67.92 corresponds to an increase of our market capitalization of approximately \$408 million, based on the weighted average fully-diluted shares outstanding of 27,882,000 as of December 31, 2012, as reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. The RSUs were valued at \$51.79 and \$53.00, the closing price of the common stock on the date of the award for Mr. Smith and the Named Executive Officers, respectively.

Table of Contents

*Retirement Vehicles/Deferred Compensation*

We maintain a 401(k) savings plan which permits employees to defer compensation and to which the company makes matching contributions on behalf of the Named Executive Officers on the same basis as all other participants. We have never maintained a defined-benefit pension plan. We also operate a Supplemental Accumulation Plan ("SAP"), a deferred cash compensation plan that is designed to enhance opportunities for retirement savings in the absence of any retirement programs other than our 401(k) plan, and to promote the retention of our executive officers. The SAP includes a discretionary component funded by us which is determined on an annual basis as a fixed percentage of an executive's base salary, and a voluntary deferral component under which the participant may make contributions from base or incentive compensation. For a description of the SAP, see "*Benefit Plans and Awards Deferred Compensation Plan*" below. Awards are generally made in March of the following year. For 2012, Dr. Lerer, Mr. Rubin, Mr. Gregoire and Ms. Lewis-Clapper were each awarded in March 2013 a company contribution of 11% of his or her base salary.

*Perquisites*

We have historically provided certain perquisites to each of our Named Executive Officers depending on his or her level within the company and the provisions of each person's employment agreement. Most of the perquisite benefits we provide to the Named Executive Officers are designed as protection benefits (e.g., supplementing life and disability insurance to ensure three times and 60% of salary coverage). We believe that providing these personal protection perquisites protects the interests of the individual executives, permitting them to focus on the long term success of the company. For further information on the perquisites provided to each Named Executive Officer in 2012, see "*Summary Compensation Table*" below. In addition, we agreed in Dr. Lerer's February 2008 employment agreement to provide him with an annual automobile allowance of up to \$25,000. We have not provided any similar allowance to Mr. Smith or any of the other Named Executive Officers. All reimbursable business expenses of the chief executive officer are reviewed and approved by the Audit Committee on a quarterly basis and are reimbursed pursuant to our business expense policies, and all such business expenses incurred by each of the other Named Executive Officers are reviewed and approved in advance of reimbursement by the chief executive officer and are reimbursed pursuant to our business expense policies.

*Employment Agreement with Mr. Smith*

On December 10, 2012, the company entered into an employment agreement with Mr. Smith, effective as of January 1, 2013, for him to serve as our chief executive officer. The agreement was negotiated between Mr. Smith and the committee, which retained independent legal counsel to advise it on the terms of the agreement. Steven Hall & Partners supported the committee in its negotiations with Mr. Smith and provided the committee with comparable company information regarding CEO compensation. The agreement is for a one-year term unless terminated earlier, with automatic annual renewals unless terminated by either party. Mr. Smith's annual base salary is initially \$900,000, subject to annual review, and his annual target bonus opportunity under the STIP is 100% of his base salary, with the ability to earn up to 200% based on performance. The agreement provided that Mr. Smith would be awarded as a sign-on award RSUs with a value of \$1,575,000 on the date of grant and stock options with a value of \$4,725,000 (based on a Black-Scholes valuation on February 1, 2013) with an exercise price equal to the closing price per share on February 1, 2013. Under this arrangement, Mr. Smith was awarded RSUs for 30,411 shares and options to purchase 320,992 shares exercisable at \$51.79 per share on that date. These equity awards will vest in annual installments over a four-year period according to a specified schedule beginning on January 1, 2014, and will be fully-vested on January 1, 2017. Mr. Smith will not be eligible to receive any other equity awards during 2013 and 2014. Mr. Smith will be eligible to participate in the company's benefit plans for senior-level executives.

Table of Contents

Additional information regarding Mr. Smith's employment agreement is set forth below under " *Compensation of Named Executive Officers upon a Change in Control and Other Termination of Employment*" and "*Executive Officers Employment Contracts and Termination of Employment and Change of Control Payments.*"

*Amendments to Employment Agreement with Dr. Lerer*

In connection with the appointment of Mr. Smith as chief executive officer, the company entered into an amendment on December 10, 2012 to its employment agreement with Dr. Lerer providing for his transitional role in the company. The agreement was negotiated between Dr. Lerer and the committee, which retained independent legal counsel and engaged our independent compensation consultant to advise it on the terms of the agreement. The amended agreement provides for a term through December 31, 2014, which may be extended through December 31, 2015. Under the agreement, Dr. Lerer will serve as the executive chairman for 2013 (subject to the board's right to determine that he serve instead as non-executive chairman or as a consultant to the chief executive officer), at his then-current annual salary of \$1,003,123, with a target bonus for 2013 of 100% of his base salary, and a minimum bonus of 150% of the target if certain specified performance requirements are met, which increases based on increased performance, but not to exceed 200% of target. Dr. Lerer was also to receive an equity award equal to his equity award with respect to 2012 and certain employee benefits. In 2014, Dr. Lerer will serve as non-executive chairman (subject to the board's right to determine that he serve instead as consultant to the chief executive officer) at an annual salary of \$1,000,000. If Dr. Lerer is serving as non-executive chairman in 2014 or 2015 and non-employee directors receive stock awards, his salary will be paid half in cash and half in stock at the same time and in the same manner as the stock awards to the non-employee directors. On March 5, 2013, the company, in lieu of the equity award contemplated under the amended employment agreement, made a cash award to Dr. Lerer in the amount of \$4.2 million, subject to the same vesting terms and EPS and ROE performance hurdles for RSUs granted to other executive officers on that date. See the "*2013 RSU Minimum Performance Thresholds*" table above. This cash award was made in lieu of an equity award because he already had a significant equity interest in the company and to avoid further dilution to the company's stockholders after the sign-on equity award to Mr. Smith. The agreement specifies that the equity award to be made to him in 2014 will not be less than the award which has been made to him in 2013. Additional information regarding the amended employment agreement is set forth below under " *Compensation of Named Executive Officers upon a Change in Control and Other Termination of Employment*" and "*Executive Officers Employment Contracts and Termination of Employment and Change of Control Payments.*"

*Adjustments or Clawbacks of Compensation*

Under certain circumstances, we may have the right or the duty to adjust compensation before it is paid to the Named Executive Officers or to clawback compensation after it is paid to our Named Executive Officers. Under Section 304 of the Sarbanes-Oxley Act of 2002, if we are required to prepare an accounting restatement due to a material noncompliance, as a result of misconduct, with any financial reporting requirement under the securities laws, our chief executive officer and chief financial officer must reimburse the company for any bonus or other incentive-based or equity-based compensation received by them during the 12-month period following the first public issuance or filing with the SEC (whichever first occurs) of the document embodying that financial reporting requirement and any profits realized by them from the sale of our securities during that 12-month period. We have no formal policy regarding when we might seek any such reimbursement or clawback, and we rely instead on an evaluation by the board of the circumstances giving rise to any financial restatement and an interpretation of the requirements of Section 304 in any particular case. Under a provision of the Dodd-Frank Act which has been codified in Section 10D of the Exchange Act, the SEC and NASDAQ are to promulgate rules which require listed companies to recover incentive-based compensation paid

Table of Contents

during the previous three years that is based on financial information which the company is required to restate due to a material non-compliance with financial reporting requirements. The SEC and NASDAQ have not yet promulgated these rules. We will adopt policies carrying out the new rules when they become effective.

Under Section 12 of the 2011 MIP and predecessor equity plans, and by the terms of our equity award agreements, we have the right to declare equity awards to be forfeited or to recover any gains realized under any award under those plans, either during the term of a participant's employment or during the two year period following his or her termination of employment under the 2003 MIP, or the one-year period under the 2006 MIP, the 2008 MIP and the 2011 MIP, if the participant engages in certain types of conduct described in the plans and considered injurious to the company. Section 12 of the 2011 MIP also provides that any clawback or recoupment provision required under the Dodd-Frank Act will apply to awards under that plan.

*Equity Award Procedures Generally*

The company has a Policy Regarding Awards of Equity-Based Incentive Arrangements to Executive Officers and Other Employees, which deals with the terms, timing and pricing of equity awards; the process for the grant and approval of awards; and the documentation for awards. The policy provides that the committee determines the number of shares covered by awards of options, restricted shares, RSUs and other types of equity awards for our Named Executive Officers and the terms of those awards. The policy provides that the committee establishes a pool of options, restricted shares and RSUs which the chief executive officer has the power to award to other executive officers and employees generally. The actual number of options, restricted shares and RSUs awarded annually to employees other than our Named Executive Officers and other senior executives is determined under the policy by our chief executive officer under delegated authority from the committee; awards are then made on the same date as the awards to our Named Executive Officers. Awards generally are made only once annually on the third business day in March unless otherwise determined by the committee. The purpose of this practice is to communicate and price equity awards to executive officers and employees early in the year, and to encourage them to attain the company's strategic objectives during the year. In a case where an executive or other employee is newly-hired or promoted or under other special circumstances, the award is made on the first business day of the month following the event giving rise to the award.

The committee met in early February 2012 to tentatively set the percentage of base salary at which equity awards would be made. The 2012 equity awards were then approved on February 21, 2012 and awards were made on March 5, 2012, as required by the company's equity award policy. The date of the awards followed the public announcement of the company's annual financial results for 2011 on February 28, 2012. The company publicly announces its annual financial results for the preceding year within 60 days of year end, or generally no later than the end of February. Given our policy of making equity awards early in each year to incent performance during the year, we make awards on the third business day in March. This award date also ensures that the company's annual equity grants occur after the prior year results have been announced and discussed publicly and the market has had time to respond to such results.

We also grant stock options and RSUs in connection with the hiring of certain executives, as we did with Mr. Smith in early 2013, Mr. Rubin in 2008, Ms. Blasi in 2008, Mr. Gregoire in 2005 and Ms. Rohan in 2009, and in connection with the signing of new or revised employment agreements with certain executives, as we did with Dr. Lerer in 2008. We may also grant equity awards outside of the yearly cycle to an executive who undertakes substantial additional responsibility, as we did with Ms. Blasi in September 2012, after she became interim president of Magellan Pharmacy Solutions. In the case of our executive officers, such grants are approved by the committee and, in the case of other executives and senior officers, such grants are approved by the chief executive officer under delegated

Table of Contents

authority from the committee. Under our policy, awards made in connection with new hires, promotions or the assignment of new responsibilities to an existing employee, or under other special circumstances, are made effective on the first business day of the month following the relevant event.

In most cases, our equity plans restrict the transferability of awards, permitting only transfers to certain family members and entities held by or established for the benefit of family members. All equity award recipients are prohibited from engaging in hedging transactions, where all or part of the economic risk of the award is transferred to another person.

The company recognizes compensation expense for financial statement reporting purposes under Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 718, "Stock Compensation" ("ASC Topic 718") based on the grant-date values of the awards. The company recognizes substantially all of the compensation cost associated with the awards of RSUs and stock options on a straight-line basis over the specified service period, which is generally the three-year vesting term. Awards of RSUs have a grant date value equal to the closing market price of shares underlying the RSUs on the date of the award. Where vesting of the RSU awards is conditioned on the achievement of minimum performance thresholds, the expense is accrued during the performance period and is estimated using the most probable outcome of the performance thresholds, and adjusted as the expected outcome changes. The Black-Scholes grant-date values of option awards are recognized as compensation expense on a straight-line basis over the vesting period. For further information on our accounting methods for equity awards, see Notes 2 and 6 to the consolidated financial statements included in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on February 28, 2013.

*Equity Ownership Policy*

On February 18, 2011, the board adopted an equity ownership policy which requires our executive officers to maintain ownership of a specified minimum value of our stock and other equity-linked securities, in order to ensure that their financial interests remain aligned with those of our shareholders. The policy applies to our executive chairman, our chief executive officer, president, chief financial officer, our other officers who are considered "executive officers" under Section 16(b) of the Exchange Act and certain other officers with a title of senior vice president who report directly to our chief executive officer. Under the policy, our executive chairman and our chief executive officer are each required to hold equity with a current fair market value equal to at least five times their base salary; our chief financial officer is required to hold equity with a current fair market value equal to at least three times his base salary; and various other executive officers are required to maintain equity with a current fair market value equal to at least two times their base salary. The policy was immediately effective for Mr. Smith, who is currently our chief executive officer, and is being phased-in for our other executive officers covered by the policy and will be fully effective by March 2015. Our executive chairman, Dr. Lerer, is currently in compliance with the policy. As a result of the sign-on equity award made to Mr. Smith on February 1, 2013, he is in compliance with this policy. The policy prohibits a covered executive officer from making any sales or other transfers of equity if its requirements are not then met by the executive officer or if any such sale or other transfer would cause the executive officer not to meet those requirements.

*Compensation of Named Executive Officers upon a Change in Control and Other Termination of Employment*

In connection with his appointment as chief executive officer of the company effective as of January 1, 2013, we entered into an employment agreement with Mr. Smith. In doing so, we determined to retain many of the same severance provisions and payments in the event of his termination without cause or for good reason by him, and in the event of a change of control, as were included in the previous employment agreement which we had with Dr. Lerer. We agreed that, should

Table of Contents

he be terminated by us without cause generally, or should he terminate his employment for good reason, we would provide him with severance pay equal to two times his last base salary and target bonus and provide him and his dependents with medical and other benefits for a period of up to 18 months. We also agreed that all vesting conditions on his sign-on equity awards would accelerate in that event, with all such vested options to remain exercisable for a period of one year and all RSUs which were not then exercisable as of the date of termination would vest and be settled when they would have vested and settled if he had remained employed by us throughout the term of such awards. In agreeing to those provisions, we took note of the fact that severance equal to two years' base salary and bonus is a common arrangement in dealing with senior management and that two years roughly approximates the length of time that a senior executive such as him might take to find another comparable position with another company if he found himself unemployed. We also determined to provide him with a substantial incentive to remain employed with us and facilitate a change of control transaction which the board might find advantageous to the shareholders, if one should be presented. To this end, we decided to extend to Mr. Smith in connection with a change of control severance pay equal to three times his last base salary and target bonus, if he should be terminated without cause or he should terminate his employment for good reason following a change of control. We decided not to agree to provide Mr. Smith with any tax gross-up arrangement in connection with a change of control.

In connection with the appointment of Mr. Smith as chief executive officer, we entered into an amendment to the employment agreement with Dr. Lerer to provide for his transitional role with the company, as described above under "*Amendment to Employment Agreement with Dr. Lerer*" and below under "*Executive Officers Employment Contracts and Termination of Employment and Change of Control Payments*." Because of the importance but the limited duration of his role during 2013 and 2014 (which may be extended by the board through 2015), we determined to extend to him severance provisions which were limited in duration. We agreed that, should he be terminated by us without cause generally, or should he terminate his employment for good reason, we would provide him with severance pay equal to his base salary through the end of 2014 (or if extended, 2015), bonus that would otherwise be payable for 2013, the equity awards to which he would have been entitled in 2013 if his employment had continued through the end of 2013, which will vest and be exercisable when they would have vested and become exercisable if he had remained employed by us throughout the term of the award, and health benefits for him and his spouse through age 65. We removed from the employment agreement the obligation to provide him with a gross-up arrangement in connection with any excise tax triggered by a change of control. We agreed to these arrangements because we consider his active cooperation to be very important to a successful transition to the leadership of Mr. Smith as chief executive officer.

In negotiating the employment agreement with Mr. Rubin in August 2008, shortly prior to his becoming our chief financial officer, we determined that he would face significantly less employment risk than the chief executive officer. We decided that his severance and change of control termination provisions should follow the general terms of the arrangements that we have with Mr. Gregoire and certain other senior officers of the company. Under these arrangements, we extend to the executive, if his or her employment is terminated without cause, a continuation of his or her base salary for a period of 12 months, as well as the possibility of a pro-rated bonus for the remainder of the year in which the termination is made effective. The arrangements are consistent with those in effect for all of our other senior officers except for Mr. Smith and Ms. Blasi. For Mr. Gregoire only, this severance is payable in a lump sum upon termination, rather than over the following 12 months, and it includes an additional amount equal to his target bonus. This variance from our standard terms was negotiated by Mr. Gregoire in connection with his hiring. In agreeing to provide these severance payments, we noted that they were in line with similar severance payments offered by comparable companies.

In order to more closely align Ms. Blasi with the change of control and other termination arrangements that we have with certain other executive officers, we entered into an amendment to her employment agreement in early April 2013. Under the new arrangement, if she is terminated without

Table of Contents

cause or should she terminate her employment for good reason in connection with a change of control, she is entitled to severance equal to two times her base salary and target bonus payable in a lump sum, and pro rata target bonus for the year in which termination occurs.

In the case of Mr. Rubin, the employment agreement specifies that any non-renewal of the employment agreement, any reduction in base salary or bonus opportunity, a reduction in duties or a relocation, would be considered a termination without cause. In the case of Ms. Blasi, her employment agreement specifies that any non-renewal of the employment agreement is considered a termination without cause, and any reduction in salary or a relocation would likewise be considered a termination without cause, if she objects to any such action. In the case of Mr. Gregoire, he has the right to terminate his employment agreement for good reason if his base salary or target bonus opportunities are reduced, his duties or authorities are reduced (including if he is removed from or does not continue in the position of chief legal officer to the parent entity reporting to the SEC), his reporting responsibility to the chief executive officer is changed or he is relocated. This variance from our standard terms was also negotiated by Mr. Gregoire in connection with his hiring. In the case of Ms. Lewis-Clapper any non-renewal of her employment agreement is considered a termination without cause, as is any relocation and any reduction of her base salary to less than \$250,000.

As a result of a general market survey commissioned by the committee and performed by its independent compensation consultants, we decided in late July 2006, through amendments to their employment agreements, to offer Mr. Gregoire and Ms. Lewis-Clapper different severance arrangements in the event of a termination of their employment without cause or a termination by them of their employment with good reason in connection with a change of control of the company. For these purposes, good reason includes a base salary reduction not applicable to management generally, a material reduction of duties or responsibilities, or a relocation. In any such event, they are entitled to pro rata target bonus for the year in which termination occurs, and severance equal to two times their last base salary and target bonus. The compensation consultant found that the length and amount of the arrangements was generally consistent with arrangements offered by most comparable companies. In negotiating the employment agreements with Mr. Rubin in August 2008, we decided to extend to him the same severance arrangements as those enjoyed by Mr. Gregoire and Ms. Lewis-Clapper. We believe that these severance arrangements will provide strong incentives to Mr. Rubin, Mr. Gregoire, Ms. Blasi and Ms. Lewis-Clapper to remain with the company to facilitate a change of control transaction which the board finds advantageous to the shareholders, if one should be presented.

In providing these change of control termination rights to Messrs. Rubin and Gregoire, Ms. Lewis-Clapper and Ms. Blasi, we noted that a change of control of the company would likely negatively impact their careers with us. At the same time, we recognized that it was important to secure their cooperation in the event that the company is to be sold, and it was decided that this protection was advisable to provide them with an incentive to remain with us through the sale. In formulating the definition of good reason for termination in a sale of the company, we relied on the advice of our compensation consultant. Similar change of control termination rights were provided to various other key executives of the company. In addition, under the terms of the options awarded to all employees in recent years, if within 18 months of a change of control of the company the employee is terminated without cause or the employee terminates his or her employment for good reason, as defined in the employee's employment agreement, the vesting of all options then held by the employee will be accelerated.

The committee has decided not to agree to any so-called "single triggers" or "modified single triggers" in future employment contracts with executives which would require the company to pay severance and accelerate the vesting or lapse of restrictions on equity grants upon voluntary resignation of the executive in connection with a change of control of the company. The company previously had a policy that we would only agree to "gross-up" arrangements when a special accommodation was needed to recruit a new executive to the company and then only to allow the arrangement to last for three

Table of Contents

years. A "gross-up" arrangement is a contractual obligation with an executive under which the company agrees to reimburse the executive for any excise tax payable upon a change of control of the company. In 2012, we modified this policy to provide that we will not extend any new gross-up arrangements to any executives, without exception. We did not extend a gross-up arrangement to Mr. Smith in his employment agreement entered into as part of becoming our chief executive officer in December 2012 and removed the gross-up protection previously enjoyed by Dr. Lerer. Under their existing employment agreements, we currently have gross-up obligations with Mr. Rubin, Mr. Gregoire and Ms. Lewis-Clapper, but not with Ms. Blasi. At current market prices, it is highly unlikely that the company would be required to make any gross-up payments to these Named Executive Officers on a change of control.

Arrangements under which the Named Executive Officers will be bound by non-solicitation and non-competition covenants following their termination of employment with the company are described under "*Employment Contracts and Termination of Employment and Change of Control Payments*" below.

*Review of Risks and Incentives*

We seek to implement compensation policies and practices that encourage the careful management of operating and financial risk. We believe that our compensation policies and practices as they relate to our executive officers and employees are currently well-aligned with this risk-management objective.

In order to manage our risk in compensation decisions and to align the incentives that we provide to our executive officers and employees with the interests of our shareholders, we provide our executive officers and employees with a diversified set of incentives. These are carefully balanced between fixed cash compensation (base salary), short-term variable cash incentives (awards under the STIP) and long-term equity incentives (awards of RSUs, market-priced stock options, and performance-based cash awards under the 2011 MIP and predecessor equity plans). Our base salary is designed to provide basic financial security to our executive officers and other employees, with the amount set at a level designed to reflect the degree of leverage which the recipient has over company performance.

Awards of short-term bonuses under our STIP are based on a percentage of an executive officer's or other employee's base salary, to reflect the leverage that the individual has over our corporate performance and to provide an incentive appropriate to the individual's position in the company. Our overall pool available for STIP awards is based on annual company financial performance, which is reflected in our audited year-end financial statements, and individual awards are determined by measuring annual achievements against an individualized set of performance objectives. While the overall bonus pool for STIP bonuses is determined by the company's overall financial performance, the bonuses paid to individual executive officers are based on various qualitative performance criteria which we consider appropriate to the officer's or employee's unique position within the company. See "*Annual Bonuses*" above. Higher target bonus percentages are assigned to the Named Executive Officers who face a higher degree of accountability for the company's annual performance. We believe that this individualized approach serves as a factor mitigating the operating and financial risk that we face in awarding short-term cash bonuses. Another factor mitigating the risks of awarding short-term cash bonuses is that our mix of total compensation is weighted heavily toward long-term equity incentives, which should motivate our Named Executive Officers to build long-term shareholder value.

In making long-term equity awards under our 2011 MIP and predecessor equity plans, we have sought to carefully balance the risks and incentives posed by both RSU awards and stock options. Our policy has been to award options with a value equal to 75% of the total equity award and RSUs with a value equal to 25% of the total award. The stock option awards have a term of 10 years and vest over a three-year period, or in the case of Mr. Smith's sign-on equity award, a four-year period. The result is that the incentive is long-term in nature, is earned over a period of years, and provides for participation in future value creation as measured by the company's stock price performance. The RSU awards are designed to expose the recipient to the risk that the company's stock price might fall and



Table of Contents

provide a retention incentive due to the value that is received upon vesting. These awards also vest over a three-year (or four-year) period, creating a long-term incentive in the recipient to maintain and increase the company's stock price. In addition, our RSU awards include minimum performance thresholds which require the company to meet certain minimum EPS and ROE thresholds over the three-year vesting period, so that the current value associated with the RSUs cannot be realized unless the company meets those minimum performance thresholds. See "*Equity Awards*" above. While our stock price may be subject to periodic short-term fluctuation in response to factors other than long-term company performance, we believe that the terms of our equity awards create incentives to create real, long-term value in our stock, while avoiding risks that are reasonably likely to have a material adverse effect on the company.

Under the terms of the 2011 MIP and other equity plans and our equity award agreements, we have the right to adjust compensation before it is paid or to clawback compensation after it is paid, if the participant engages in certain types of conduct considered injurious to the company. See "*Adjustments or Clawbacks of Compensation*" above. In addition, Section 304 of the Sarbanes-Oxley Act affords the company clawback rights against the chief executive officer and chief financial officer if an accounting restatement is necessary due to misconduct. These clawback rights are designed to mitigate several risks by removing incentives for different types of negative conduct and would help assure accountability if the situations to which they apply should arise. Our equity ownership policy, which is described above under "*Equity Ownership Policy*," is also designed to mitigate the risks of awarding equity to our Named Executive Officers by requiring them to always have personal economic exposure to the company's stock price performance which is material relative to their base salary.

*Consideration of Stockholder Votes on Executive Compensation*

At our 2012 annual meeting, we held an advisory vote on the compensation of our Named Executive Officers. Our stockholders voted to approve our executive compensation, with 82.4% of all of the shares that voted on the matter (excluding abstentions and broker non-votes) voting in favor. We believe that the vote was significantly influenced by the recommendations of the two major proxy advisory services, Institutional Shareholder Services, Inc. ("*ISS*") and Glass, Lewis & Co., LLC ("*Glass Lewis*"). Prior to the meeting, ISS issued a favorable recommendation regarding our executive compensation vote, while Glass Lewis issued a negative recommendation on that vote.

In its published recommendation, Glass Lewis indicated that they had rated the company below average in its proprietary pay-for-performance model. Based on previous discussions we have had with Glass Lewis, it was clear to us that Glass Lewis' pay for performance model does not give any credit to companies that rely on options as an element in their pay for performance incentive plans. As noted above under "*Mix of Compensation*," our plan relies heavily on options, as we believe that they are the best way to provide pay for performance by aligning the long-term interests of our executives with those of our shareholders. Options will only provide value to our executives if shareholder value is created after the date of the option award, and the executives' long term performance based compensation is therefore directly tied to performance as measured by shareholder value creation. In the shareholder wealth and business performance analysis performed by Glass Lewis, the company compared favorably with similarly sized companies across industries and a sub-industry group of 16 managed healthcare companies. However, the company compared unfavorably in some respects with a sector group of 23 large healthcare companies. The committee does not agree with Glass Lewis that the sector group of large healthcare companies presents a meaningful comparison for our performance, primarily because those large healthcare companies are engaged in different lines of business from ours, and are therefore affected by very different industry trends.

We are also aware that ISS and Glass-Lewis disapprove of excise tax gross-up arrangements in connection with a change of control. We did not extend such a gross-up arrangement to Mr. Smith in his employment contract and removed the gross-up arrangement that Dr. Lerer previously enjoyed.

Table of Contents

While we continue to have gross-up obligations to Mr. Rubin, Mr. Gregoire and Ms. Lewis-Clapper under their employment agreements, at current market prices it is highly unlikely that any gross-up amounts would be payable on a change of control.

At our 2011 annual meeting, we held an advisory vote on how often we should hold our advisory vote on the compensation of our Named Executive Officers. Our stockholders voted by a large majority for an annual vote. Based on these voting results, we determined to hold our advisory vote on executive compensation on an annual basis.

*Loans to Executive Officers and Board Members*

The committee has determined not to provide loans of any sort, including, but not limited to, relocation loans and loans to pay the exercise price of stock options, to our Named Executive Officers or members of the board of directors. No such loans are outstanding.

*Deductibility of Executive Compensation*

Section 162(m) of the IRC generally limits the deductibility of compensation paid each year to a publicly-held company's chief executive officer and to its three most highly paid senior executive officers, other than the chief financial officer, to \$1 million per person. Excluded from the \$1 million limitation is compensation that, among other things, meets pre-established performance criteria. The committee's objective is to structure our compensation programs to maximize the deductibility under Section 162(m) of compensation paid, but the committee may provide compensation that may not be tax deductible when under the circumstances it would be in the company's best interests to do so, and has done so in certain instances in recent years.

***Management Compensation Committee Report***

The Management Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on that review and discussion, has recommended to the board that the Compensation Discussion and Analysis be included in this proxy statement.

The Management Compensation  
Committee

Michael S. Diament (Chairman)  
William D. Forrest  
Mary F. Sammons

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Table of Contents

**Summary Compensation Table for 2012, 2011 and 2010**

The following table sets forth, for the three years ended December 31, 2012, 2011 and 2010, the compensation paid by the company to our principal executive officer, principal financial officer, and the three next most highly compensated executive officers serving at December 31, 2012, and our former President, Karen Rohan (collectively, the "Named Executive Officers"):

Name and Principal Position	Year	Base Salary (\$)	Stock Awards(1) (\$)	Option Awards(2) (\$)	Non-Equity Incentive	All Other Compensation (\$)	Total (\$)
					Plan Compensation (\$)		
Rene Lerer, M.D.(4) Executive Chairman and Former CEO	2012	995,819	1,003,115	2,570,708	1,905,934	188,021(5)	6,663,597
	2011	966,815	1,217,385	2,682,528	1,850,421	183,674	6,900,823
	2010	937,508	945,545	2,031,568	1,891,080	175,379	5,981,080
Jonathan N. Rubin Chief Financial Officer	2012	460,712	293,730	752,790	528,750	70,768(6)	2,106,750
	2011	429,695	270,541	596,116	389,562	66,115	1,752,029
	2010	416,670	262,656	564,329	466,466	54,697	1,764,818
Daniel N. Gregoire General Counsel	2012	404,953	178,450	457,358	316,140	66,535(7)	1,423,436
	2011	393,158	173,274	381,799	306,933	64,965	1,320,129
	2010	381,241	144,196	309,800	346,056	60,649	1,241,942
Tina Blasi Chief Executive Officer National Imaging Associates, Inc.	2012	424,055	253,006	521,203	374,651	2,059(8)	1,574,974
	2011	407,272	195,565	430,921	401,411	1,970	1,437,139
	2010	391,106	187,117	402,083	484,126	1,912	1,466,344
Caskie Lewis-Clapper Chief Human Resources Officer	2012	329,497	145,228	372,136	248,936	51,733(9)	1,147,530
Karen S. Rohan Former President(10)	2012	286,819	402,176	1,030,692		26,251(11)	1,745,938
	2011	558,183	386,564	851,803	716,903	91,249	2,604,702
	2010	541,262	375,302	806,375	798,379	82,602	2,603,920

- (1) The amounts shown in this column represent the aggregate grant date fair values of RSUs awarded in 2012, 2011 and 2010 computed in accordance with ASC Topic 718, without any discount attributable to the risk that the applicable minimum performance thresholds will not be met. The amounts for 2012 were calculated based on the number of RSUs awarded multiplied by the closing price of the company's stock on the date of the award, which was \$47.46 on 3/5/12. Ms. Blasi was awarded additional RSUs on 9/4/12 which were valued at \$49.64, the closing price on that date. The amounts for 2011 were calculated based on the number of RSUs awarded multiplied by the closing price of the company's stock on the date of the award, which was \$49.10 on 3/3/11. The amounts for 2010 were calculated based on the number of RSUs awarded multiplied by the closing price of the company's stock on the date of the award, which was \$42.75 on 3/3/10.
- (2) The amounts shown in this column represent the grant date fair values of the options awarded in 2012, 2011 and 2010 computed in accordance with ASC Topic 718. The amounts for 2012 were calculated based on a value of \$11.797 per share determined using Black-Scholes with the following assumptions: risk free interest rate of 0.65%, expected life of 4 years, expected volatility of 30.3%, expected dividend yield of 0%, a term of 10 years, a market value of \$47.46 and an exercise price of \$47.46. The amounts for 2011 were calculated based on a value of \$12.92 per share determined using Black-Scholes with the following assumptions: risk-free interest rate of 1.80%, expected life of 4 years, expected volatility of 29.88%, expected dividend yield of 0%, a term of 10 years, a market value of \$49.10 and an exercise price of \$49.10. The amounts for 2010 were calculated based on a value of \$11.81 per share determined using Black-Scholes with the following assumptions: risk-free interest rate of 1.24%, expected life of 4 years, expected volatility of 31.7%, expected dividend yield of 0%, a term of 10 years, a market value of \$42.75 and an exercise price of \$42.75.
- (3) The amounts shown in this column represent amounts awarded under the STIP for service during the indicated year but paid in the following year. See "Compensation Discussion and Analysis Compensation Program Components and Rationale for our Named Executive Officers Annual Bonuses" above for a discussion of the awards.
- (4) Dr. Lerer served during 2012 as Chief Executive Officer. Barry M. Smith currently serves as Chief Executive Officer but is not listed above as his service began on January 1, 2013.
- (5)

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Includes \$7,500 in company matching 401(k) contributions, a \$110,344 SAP contribution in 2013 for 2012 services, \$15,297 in supplemental life insurance, \$25,141 in supplemental long term disability insurance, \$22,772 in gross-up payments for perquisites, and \$6,967 for personal use of company car.

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Table of Contents

- (6) Includes \$7,500 in company matching 401(k) contributions, a \$51,700 SAP contribution in 2013 for 2012 services, \$777 in supplemental life insurance, \$6,956 in supplemental long term disability insurance and \$3,835 in gross-up payments for perquisites.
- (7) Includes \$7,500 in company matching 401(k) contributions, a \$44,872 SAP contribution in 2013 for 2012 services, \$3,118 in supplemental life insurance, \$6,350 in supplemental long term disability insurance and \$4,695 in gross-up payments for perquisites.
- (8) Includes \$2,059 in company matching 401(k) contributions.
- (9) Includes \$7,500 in company matching 401(k) contributions, a \$36,511 SAP contribution in 2013 for 2012 services, \$1,294 in supplemental life insurance, \$3,769 in supplemental long term disability insurance and \$2,659 in gross-up payments for perquisites.
- (10) Ms. Rohan resigned from the company in June 2012. As a result, her RSU and stock option awards in 2012 were forfeited and she received no STIP award. The stock award and option award listed above for her are presented at their grant date fair values as described in notes (1) and (2).
- (11) Includes \$7,500 in company matching 401(k) contributions, \$2,105 in supplemental life insurance, \$10,430 in supplemental long term disability insurance, and \$6,216 in gross-up payments for perquisites.

**Grants of Plan-Based Awards for 2012**

The following table sets forth, for the year ended December 31, 2012, information regarding grants of non-equity incentive plan awards and all other stock and option awards to the Named Executive Officers.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or Units (# of units)	All Other Option Awards: Number of Securities Underlying Options (# of shares)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards(3)(4) (\$)
		Threshold (\$)	Target (\$)	Maximum(2) (\$)				
René Lerer, M.D.	3/5/12	0	1,003,123	2,006,246		217,912	47.46	2,570,708
	3/5/12				21,136			1,003,115
Jonathan N. Rubin	3/5/12	0	352,500	705,000		63,812	47.46	752,790
	3/5/12				6,189			293,730
Daniel N. Gregoire	3/5/12	0	203,962	407,923		38,769	47.46	457,358
	3/5/12				3,760			178,450
Tina Blasi	3/5/12	0	214,086	428,172		44,181	47.46	521,203
	3/5/12				4,285			203,366
	9/4/12				1,000			49,640
Caskie Lewis-Clapper	3/5/12	0	165,957	331,914		31,545	47.46	372,136
	3/5/12				3,060			145,228
Karen S. Rohan	3/5/12	0	497,250	994,500		87,369	47.46	1,030,692(5)
	3/5/12				8,474			402,176(5)

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- (1) For a discussion of the operation of the STIP, see "*Compensation Discussion and Analysis Compensation Program Components and Rationale for our Named Executive Officers Annual Bonuses*" above. Actual awards made under the STIP for service in 2012 are set forth under the column "*Non-Equity Incentive Plan Compensation*" in the "*Summary Compensation Table for 2012, 2011 and 2010*" above.
- (2) The maximum award represents 200% of the applicable target award. The board retains discretion to award a higher amount under the STIP if it elects to do so.

Table of Contents

- (3) The grant date fair values of options shown in this column represent the amounts used by the company for financial reporting purposes calculated in accordance with ASC Topic 718. The grant date fair values of option awards for purposes of determining awards and the assumptions used in calculating those values is described under " *Benefit Plans and Awards*" below.
- (4) The grant date fair values of RSUs shown in this column represent the amounts used by the company for financial reporting purposes calculated in accordance with ASC Topic 718, without any discount attributable to the risk that the applicable minimum performance thresholds will not be met. The grant date fair values of the RSU awards are equal to the number of RSUs awarded multiplied by the closing price of the company's stock on the date of the award, which was \$47.46 on 3/5/12 and \$49.64 on 9/4/12.
- (5) The equity awards were forfeited pursuant to the terms of the awards when Ms. Rohan left the company in July 2012.

***Narrative to the Summary Compensation Table and the Grants of Plan-Based Awards Table***

***Annual Incentive Plan.*** In 2012, the executive officers were eligible to participate in the company's Short-Term Incentive Plan ("*STIP*"), which was designed to award officers (and other employees) bonuses for meeting or exceeding specific financial and other performance targets approved by the Management Compensation Committee for 2012. The target bonus award levels for the executive officers range from 50% to 100% of base salary, as generally specified in their employment agreements. The employment agreements for Dr. Lerer, Mr. Rubin, Mr. Gregoire, Ms. Blasi and Ms. Rohan specify that they are entitled to an annual target bonus opportunity of 100% (and up to 200%, at the discretion of the board), 75%, 50%, at least 50%, and 75%, respectively, of their base salary amount. Although not specified in her employment agreement, the company has set Ms. Lewis-Clapper's annual target bonus opportunity at 50% of her base salary. Based on performance in relation to goals, the amount of bonus can range from 0% to 200% of target percentage, depending on individual performance. Awards are funded from an overall company pool, the funding of which is based on the company meeting or exceeding specified financial goals, as described in " *Compensation Discussion and Analysis Annual Bonuses*" above. Based on the financial results attained for 2012, the STIP pool was funded at approximately 117% of target funding levels and bonuses were paid to the executive officers on March 15, 2013. Base salary and STIP payments as a percentage of total actual compensation for 2012 represented 42%, 46%, 50%, 50%, 50% and 15% for Dr. Lerer, Messrs. Rubin, and Gregoire, Ms. Blasi, Ms. Lewis-Clapper and Ms. Rohan.

***2011 Management Incentive Plan.*** The shareholders approved the 2011 MIP at the annual meeting of shareholders held on May 18, 2011. The 2011 MIP is administered by the Management Compensation Committee of the board and allows several types of long-term incentives including stock options, stock appreciation rights, restricted stock awards and restricted stock units ("*RSUs*"). The plan authorized awards covering a total of up to 5,000,000 shares of common stock, plus the amount of future forfeitures under the 2008 MIP, 2006 MIP, the 2003 MIP and the 2006 Director Equity Compensation Plan. The 2011 MIP also permits the grant of performance-based cash bonus awards to executives and grants of equity to directors. On March 5, 2012, the company awarded under the 2011 MIP options to purchase 217,912, 63,812, 38,769, 44,181, 31,545 and 87,369 shares of common stock and RSU awards for 21,136, 6,189, 3,760, 4,285, 3,060 and 8,474 shares of common stock to Dr. Lerer, Mr. Rubin, Mr. Gregoire, Ms. Blasi, Ms. Lewis-Clapper and Ms. Rohan, respectively. The options have an exercise price of \$47.46 per share, the closing price of the common stock on the date of award, and a term of 10 years. The options and RSUs vest ratably over a three-year period. The vesting of the RSUs is subject to satisfaction of certain minimum performance thresholds relating to EPS and ROE. See "*Compensation Discussion and Analysis Compensation Program Components and Rationale for our Named Executive Officers Equity Awards.*" The stock option awards to Dr. Lerer, Mr. Rubin, Mr. Gregoire, Ms. Blasi, Ms. Lewis-Clapper and Ms. Rohan were valued at \$13.81 per share by our compensation consultant for purposes of determining the awards using Black-Scholes based on a risk free interest rate of 1.48%, an expected life of 7 years, expected volatility of 24.24%, an expected dividend yield of 0%, a term of 10 years, a market value of \$47.46 and an exercise price of \$47.46. The

Table of Contents

RSU awards made on March 5, 2012 were valued at the \$47.46 closing price of the common stock on the date of the award. An additional award of 1,000 RSUs was made to Ms. Blasi on September 4, 2012 in connection with being named interim president of the Pharmacy Solutions business, which was valued at the \$49.64 closing price of the common stock on that date.

*Perquisites.* The employment agreement with Dr. Lerer provided that he is entitled to the same welfare benefits as provided to other senior level executives of the company and an annual auto allowance of up to \$25,000. Mr. Smith is not entitled to receive an auto allowance and is only provided the same perquisites as other senior executive officers. The employment agreements with Messrs. Rubin, and Gregoire, Ms. Blasi, Ms. Lewis-Clapper and Ms. Rohan entitle them to the benefits of employment as are from time to time provided to salaried employees of the company or adopted for employees at their level of responsibility. Under the company's benefit arrangements, each of them (except Ms. Blasi) receives supplemental life and disability insurance. The company does not provide perquisites other than supplemental life and disability insurance, except in the case of Dr. Lerer's automobile allowance, which is included in his employment agreement. The company also provides a gross-up payment to cover the tax cost to Mr. Rubin, Mr. Gregoire and Ms. Lewis-Clapper of receiving non-cash perquisites. For a description of various provisions in those employment agreements in the event of a termination of employment without cause or for good reason, see " *Employment Contracts and Termination of Employment and Change of Control Payments*" below.

*Deferred Compensation Plan.* The Supplemental Accumulation Plan (the "SAP") is a deferred compensation plan which is designed to promote the retention of key executives. The SAP is a calendar year based plan that is funded by the company through a fixed percentage of an executive's base salary. Annually, the Management Compensation Committee approves the percentage contribution for the executive officers. It may also be funded by the executive officers through voluntary deferrals of base and/or incentive compensation. For 2012, the Company awarded Dr. Lerer, Mr. Rubin, Mr. Gregoire, Ms. Lewis-Clapper and Mr. Rohan a company contribution of 11% of base salary. Both company and voluntary contributions are paid to a trust sponsored by a third party administrator and invested in one or more mutual funds selected by the respective executive officer. Returns on each individual's account balance are based on the performance of his or her selected investments.

The fixed percentage amount contributed to the trust and any appreciation thereon is paid to the executive officer following termination from the company, provided that the executive officer has complied with covenants not to compete with the company during that time period and the termination was not "for cause."

The terms of the SAP provide that the amounts deposited in the trust on behalf of executive officers are to be immediately and fully vested upon a change of control of the company (as defined in the SAP document).

The company does not maintain any defined benefit pension plans.



Table of Contents*Outstanding Equity Awards at December 31, 2012*

The following table sets forth for the Named Executive Officers (other than Ms. Rohan) the number of shares and the value of option and stock awards as at December 31, 2012. All outstanding equity awards held by Ms. Rohan were forfeited prior to December 31, 2012, following her departure from the company.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options		Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested(\$)
	Exercisable (#)	Unexercisable (#)				
René Lerer, M.D.	31,450		34.57	03/10/15		
	79,519		38.52	02/24/16		
	53,012		38.52	02/24/16		
	180,391		40.63	03/02/17		
	206,781		41.47	03/05/18		
	93,933		32.91	03/04/19		
	114,681	57,340(2)	42.75	03/03/20		
	69,209	138,417(3)	49.10	03/03/21		
	217,912(4)	47.46	03/05/22			
				7,372(5)	361,228	
				16,529(6)	809,921	
				21,136(7)	1,035,664	
Jonathan N. Rubin	75,358		40.68	10/01/18		
	60,983		32.91	03/04/19		
	31,856	15,928(2)	42.75	03/03/20		
	15,380	30,759(3)	49.10	03/03/21		
		63,812(4)	47.46	03/05/22		
				2,048(5)	100,352	
				3,673(6)	179,977	
				6,189(7)	303,261	
Daniel N. Gregoire	13,005		38.52	02/24/16		
	8,670		38.52	02/24/16		
	20,365		40.63	03/02/17		
	25,293		41.47	03/05/18		
	10,631		32.91	03/04/19		
	17,488	8,744(2)	42.75	03/03/20		
	9,850	19,701(3)	49.10	03/03/21		
		38,769(4)	47.46	03/05/22		
				1,124(5)	55,076	
				2,352(6)	115,248	
				3,760(7)	184,240	
Tina Blasi		11,348(2)	42.75	03/03/20		
	11,118	22,235(3)	49.10	03/03/21		
		44,181(4)	47.46	03/05/22		
				1,459(5)	71,491	
				2,655(6)	130,095	
				4,285(7)	209,965	
				1,000(8)	49,000	
Caskie Lewis-Clapper	11,250		45.37	06/01/17		
	18,748		43.40	02/01/18		
	21,879		41.47	03/05/18		
	10,620		32.91	03/04/19		
	16,601	8,301	42.75(2)	03/03/20		
	8,015	16,030	49.10(3)	03/03/21		

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31,545 47.46(4) 03/05/22

1,067(5)

1,914(6)

3,060(7)

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- (1) Market value is calculated based on the closing price of \$49.00 on 12/31/12.
  - (2) The options were awarded on 3/3/10 and vest on 3/3/13.
  - (3) The options were awarded on 3/3/11 and vest as to 50% on each of 3/3/13 and 3/3/14.

Table of Contents

- (4) The options were awarded on 3/5/12 and vest as to 33<sup>1</sup>/<sub>3</sub>% on each of 3/5/13, 3/5/14 and 3/5/15.
- (5) The RSU award was made on 3/3/10 and vests on 3/3/13 if certain performance hurdles are met.
- (6) The RSU award was made on 3/3/11 and vests as to 50% on each of 3/3/13 and 3/3/14 if certain performance hurdles are met.
- (7) The RSU award was made on 3/5/12 and vests as to 33<sup>1</sup>/<sub>3</sub>% on each of 3/5/13, 3/5/14 and 3/5/15 if certain performance hurdles are met.
- (8) The RSU award was made on 9/4/12 and vests as to 33<sup>1</sup>/<sub>3</sub>% on each of 9/4/13, 9/14/14 and 9/4/15 if certain performance hurdles are met.

**Option Exercises and Stock Vested for 2012**

The following table sets forth for the Named Executive Officers the number of shares acquired and the value realized upon the exercise of stock options and the vesting of stock awards during the year ended December 31, 2012.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise(1)	Number of Shares Acquired on Vesting(2)	Value Realized on Vesting(3)
	(#)	(\$)	(#)	(\$)
René Lerer, M.D.			24,936	1,183,463
Jonathan N. Rubin			6,209	294,679
Daniel N. Gregoire			3,516	166,869
Tina Blasi	37,155	436,363	4,578	217,272
Caskie Lewis-Clapper	55,463	933,026	3,238	153,675
Karen S. Rohan	69,332	638,497	5,551	263,450

- (1) The value realized on exercise of stock options is equal to the actual sale price, where options were exercised and the shares issued under those options were immediately sold, less the exercise price, multiplied by the number of shares acquired.
- (2) The stock awards consist of RSUs granted on 3/3/11 which vest as to one-third on each of 3/3/12, 3/3/13 and 3/3/14, RSUs granted on 3/3/10 which vest as to one-third on each of 3/3/11, 3/3/12 and 3/3/13 and RSUs granted on 3/4/09 which vest as to one-third on each of 3/4/10, 3/4/11 and 3/4/12. RSU awards granted on 3/3/11 and vesting on 3/3/12 were reduced to the following individuals by the following amounts in order to satisfy tax withholding requirements: Dr. Lerer 3,566 shares, Mr. Rubin 628 shares, Mr. Gregoire 386 shares, Ms. Lewis-Clapper 463 shares and Ms. Rohan 870 shares. RSU awards granted on 3/3/10 and vesting on 3/3/12 were reduced to the following individuals by the following amounts in order to satisfy tax withholding requirements: Dr. Lerer 3,181 shares, Mr. Rubin 678 shares, Mr. Gregoire 355 shares, Ms. Lewis-Clapper 455 shares and Ms. Rohan 969 shares. RSU awards granted on 3/4/09 and vesting on 3/4/12 were reduced to the following individuals by the following amounts in order to satisfy tax withholding requirements: Dr. Lerer 4,012 shares, Mr. Rubin 770 shares, Mr. Gregoire 398 and Ms. Lewis-Clapper 526 shares.
- (3) The value realized on vesting of RSUs is equal to the closing price of the company's common stock on the vesting date (or if the vesting date fell on a weekend, the next business day), multiplied by the number of shares affected. The values realized include shares withheld by the company to satisfy tax withholding requirements.

Table of Contents***Nonqualified Deferred Compensation***

The following table sets forth for the Named Executive Officers information regarding contributions, earnings, withdrawals and balances for nonqualified deferred compensation plans for the year ended December 31, 2012 and as of that date.

Name	Executive Contributions in 2012 (\$)	Company Contributions in 2012(1) (\$)	Aggregate Earnings in 2012(2) (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at 12/31/2012(2) (\$)
René Lerer		107,130	91,513		907,857
Jonathan N. Rubin		47,613	17,918		184,026
Daniel N. Gregoire		43,565	15,385		290,240
Tina Blasi					
Caskie Lewis-Clapper		35,447	28,886		300,205
Karen S. Rohan		61,850	12,605		163,545

(1)

The contributions included in this column do not include SAP contributions made by the company in March 2013 for service in 2012 in the following amounts: \$110,344 to Dr. Lerer, \$51,700 to Mr. Rubin, \$44,872 to Mr. Gregoire, \$36,511 to Ms. Lewis-Clapper and \$0 to Ms. Rohan. These contributions are included in the "Summary Compensation Table for 2012, 2011 and 2010" above under the column "All Other Compensation" and the related footnotes. The contributions included in this column were made in March 2012 for service in 2011.

(2)

The amounts included in this column are not included in the individual's compensation specified in the "Summary Compensation Table for 2012, 2011 and 2010" above. The amounts are based on returns generated in their SAP accounts held in a separate trust and administered by a third party.

Table of Contents**EXECUTIVE OFFICERS***Executive Officers of the Company*

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Year Appointed</b>
Barry M. Smith	59	Chief Executive Officer	2013
René Lerer	57	Executive Chairman	2013
Jonathan N. Rubin	49	Chief Financial Officer	2008
Daniel N. Gregoire	57	General Counsel and Secretary	2005
Tina Blasi	55	Chief Executive Officer, National Imaging Associates, Inc. and Interim President of Magellan Pharmacy Solutions	2008; 2012
Caskie Lewis-Clapper	48	Chief Human Resources Officer	2004

Information for Barry M. Smith, our current chief executive officer, and René Lerer, M.D., our current executive chairman, is presented above under "*Directors*."

*Jonathan N. Rubin* became chief financial officer of the company in September 2008. Prior to joining the company at that time, he served as senior vice president, Dental and Vision for CIGNA Healthcare and senior vice president and chief financial officer of the HealthCare Division of CIGNA Healthcare, CIGNA's largest division, from 2004 to 2008. He previously served in various capacities with CIGNA from 1985 to 2004.

*Daniel N. Gregoire* became general counsel and secretary in January 2005. Mr. Gregoire was formerly executive vice president, general counsel and secretary of Oxford Health Plans, Inc., a New York Stock Exchange-listed managed care company, from 2000 to 2004. Prior to joining Oxford, Mr. Gregoire was an attorney and shareholder with Sheehan Phinney Bass + Green PA, a Manchester, New Hampshire-based law firm, from 1981 to 2000.

*Tina Blasi* became chief executive officer of the company's radiology benefits management subsidiary, National Imaging Associates, Inc. ("*NIA*"), in January 2008. She was also named interim president of Pharmacy Solutions in August 2012. Prior to joining NIA, Ms. Blasi co-founded and served, from 1999 to 2007, as chief operating officer of Lumenos, a privately held consumer-directed health plan which was acquired by WellPoint, Inc. in 2005. She previously served as chief operating officer and in other senior management positions with Value Behavioral Health.

*Caskie Lewis-Clapper* became chief human resources officer of the company in 2004. She previously held several senior positions in human resources since joining the company in 1999. Prior to joining Magellan, Ms. Lewis-Clapper served as Human Resources Operations lead for Helix Health, a Baltimore, Maryland-based health care system. Prior to joining Helix, she was with General Physics Corporation, where as a staff consultant she worked with clients across several industries on learning, organizational development and performance improvement initiatives.

***Employment Contracts and Termination of Employment and Change of Control Payments***

The following is a description of certain provisions of employment agreements between the company and the Named Executive Officers and Mr. Smith, who was appointed chief executive officer as of January 1, 2013.

*Barry M. Smith.* The Company appointed Mr. Smith to the position of chief executive officer effective as of January 1, 2013, after entering into an employment agreement with him on December 10, 2012. The agreement is for a one-year term and automatically renews for one-year periods unless either party gives notice of non-renewal at least 180 days prior to the next renewal date or unless the agreement is sooner terminated as provided in the agreement. Any failure to renew the

Table of Contents

agreement by the company is considered a termination without cause. The company is required to pay Mr. Smith a base salary of \$900,000, with annual review for increase by the board or a duly authorized committee. Mr. Smith is entitled to an annual target bonus opportunity of 100% of base salary with the ability to earn up to 200% of base salary based on performance at the discretion of the board or a duly authorized committee. The agreement provides for a sign-on equity grant of options with a total value of \$4,725,000, with the number of shares covered by that option determined by dividing that dollar amount by the Black-Scholes value of an option to purchase such shares as determined by the company on the first business day of February 2013, exercisable at the closing price on that date. Under this arrangement, Mr. Smith was awarded an option to purchase 320,992 shares exercisable at \$51.79 per share. The agreement also provides for a sign-on equity grant of RSUs with a value equal to \$1,575,000, with the number of RSUs determined by dividing that figure by the closing price on February 1, 2013. Under this arrangement, Mr. Smith was awarded RSUs for 30,411 shares of which 50% are subject to minimum EPS performance targets and 50% are subject to minimum ROE performance targets. The options and RSUs vest as to one-sixth on February 1, 2014, an additional one-third on each of February 1, 2015 and 2016 and the final one-sixth on February 1, 2017. Mr. Smith will not be entitled to receive any additional equity awards in 2013 and 2014. The agreement also provides for benefits commensurate with Mr. Smith's position on a basis at least as favorable as other senior level executives of the company, except that he will not be entitled to receive any additional equity awards in 2013. The agreement also provides for severance payments upon termination as follows:

*Termination due to resignation by Mr. Smith:* If Mr. Smith resigns without good reason as described below, he would receive all base salary accrued through the date of termination and the vested portion of any deferred compensation or other benefit plan, and only vested options would be exercisable for a period of six months after termination.

*Termination without cause by the company or with good reason by Mr. Smith:* Upon any such termination, Mr. Smith would receive all base salary accrued through the date of termination and pro rata earned bonus for the year in which termination occurs, severance equal to two times the sum of base salary plus target bonus payable in a single cash installment immediately after termination, accelerated vesting of his sign-on option award, which will remain exercisable for one year after termination, and all of his sign-on RSU award will vest and be settled when it would have vested and settled had he remained employed with the company through the term of those RSUs, provided that if termination occurs prior to March 1, 2014, only 50% of the options and RSUs in the sign-on awards will vest, and reimbursement for health insurance premiums for a period of up to 18 months after the date of termination. The value of these sign-on option and RSU awards upon such a termination is not known, as the awards were recently made and no portion has yet vested.

*Termination without cause by the company or with good reason by Mr. Smith in connection with, or within two years after, a change of control:* Upon any such termination, Mr. Smith would receive all base salary accrued through the date of termination and pro rata target bonus for the year in which termination occurs, severance equal to three times the sum of base salary plus target bonus payable in a single cash installment immediately after termination, accelerated vesting of his sign-on option award, which will remain exercisable for one year after the termination, and all of his sign-on RSU award will vest and be settled when it would have vested and settled had he remained employed with the company through the terms of those RSUs (provided that if termination occurs prior to March 1, 2014, only 50% of the options and RSUs in the sign-on awards will vest), and reimbursement for health insurance premiums for a period of up to 18 months after the date of termination. The value of these sign-on option and RSU awards upon such a termination is not known, as the awards were recently made and no portion has yet vested.

Table of Contents

*Termination with cause:* Upon any such termination, Mr. Smith would receive all base salary accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and other payments payable under applicable benefit plans, and all stock options would terminate on the date of termination.

*Termination for death or disability:* Upon any such termination, Mr. Smith (or his estate) would receive all base salary accrued through the effective date of the termination and pro rata earned bonus for the year in which termination occurs, and only vested options would be exercisable for a period of 12 months after termination.

Following termination of employment, Mr. Smith will be subject to a non-competition covenant and covenants prohibiting him from soliciting any company customers or employees for a period equal to the longer of one year or the number of years in respect of which his paid base salary on termination, although receipt of any payment described above has not been conditioned on fulfillment of these covenants.

*René Lerer, M.D.* Dr. Lerer formerly served as our president and chief executive officer from February 2008 through December 2012. In connection with the appointment of Mr. Smith as chief executive officer as of January 1, 2013, the company entered into an amendment dated December 10, 2012 to our employment agreement with Dr. Lerer to provide for his transitional role with the company. Under the amendment, he will serve as executive chairman during 2013 (subject to the board's right to determine that he serve instead as non-executive chairman or consultant to the CEO) and as non-executive chairman during 2014 (subject to the board's right to determine that he serve instead as consultant to the CEO), which may be extended through 2015. Dr. Lerer's employment will terminate at the end of that term. During 2013, Dr. Lerer will receive a base salary of \$1,003,123 per year, the same base salary which he was paid effective April 1, 2012. For 2013, he is entitled to an annual target bonus opportunity of 100% of base salary with the ability to earn up to 200% of base salary at the discretion of the board or a duly authorized committee. Under the agreement, if the company achieves earnings per share of at least 70% of the earnings per share adopted by the board as the target to determine vesting of RSUs for 2013, then Dr. Lerer will be entitled to 150% of his target bonus for 2013 plus an additional 5% of target bonus for every additional 1% by which actual earnings per share exceed that performance target, not to exceed 200% of his target bonus. The committee may, in its discretion, authorize the company to pay to Dr. Lerer additional bonus amounts if it finds that it is warranted under the circumstances. For 2014, Dr. Lerer will receive a base salary of \$1,000,000, which may be payable half in cash and half in stock if non-employee directors receive stock awards. The agreement also provides that the company will make an annual equity grant to Dr. Lerer as determined by the board or a duly authorized committee based on performance and compensation trends in the industry. In lieu of this equity award, the company on March 5, 2013 made a performance-based cash award in the amount of \$4,200,000 to Dr. Lerer which vests as to one third of that amount on each of March 5, 2014, 2015 and 2016 and is conditioned on the company achieving the minimum EPS and ROE performance targets set forth above under "*Compensation Discussion and Analyses Equity Awards 2013 RSU Minimum Performance Thresholds.*" The equity award to Dr. Lerer in March 2014 may not be less than the award made to him in March 2013. The agreement provides for benefits during 2013 at least as favorable as those provided to other senior-level company executives, life insurance coverage of no less than three times his base salary, long-term disability coverage of no less than 60% of his base salary, deferred compensation for 2013 under the SAP of not less than 11% of his base salary for that year and a company car allowance of up to \$25,000 per year. During 2014 (and if extended, 2015), he is entitled to health insurance coverage for himself and his spouse at least as favorable as that provided to other senior-level company executives. The agreement also provides for severance payments upon termination as follows:

*Termination due to resignation by Dr. Lerer:* If Dr. Lerer resigns without good reason as described below, he would receive all base salary accrued through the date of termination, any other

Table of Contents

amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and only vested options would be exercisable for a period of six (6) months after termination.

*Termination without cause by the company or with good reason by Dr. Lerer:* Upon any such termination, Dr. Lerer would receive all base salary through 2014 (or if extended, 2015) and actual bonus as if his employment had continued through 2014 (or if extended, 2015), the equity awards to which he was entitled in 2013 if his employment had continued through 2013 and vesting as if his employment had continued through the term of those awards, continued health insurance benefits for him and his spouse through age 65, and any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans. Under the employment agreement, good reason for termination by Dr. Lerer includes a reduction of his base salary or bonus opportunity, the assignment to him of duties which are materially inconsistent with his duties or materially impair his ability to function in his specified role and for any reason immediately following the six-month anniversary of a change in control. The company estimates that if Dr. Lerer had terminated employment on December 31, 2012 under these circumstances, he would have been entitled to approximately \$2,003,123 of continued base salary, estimated bonus of \$1,504,685 (assuming the company achieves 70% of its earnings per share target), will continue to vest in the \$4,200,000 performance-based cash award described above and the cost of making available to him and his spouse medical and dental coverage until each of them reaches age 65 ("*continuing health coverage*"), which is estimated at current cost as \$130,274. In addition, the value of stock options and RSU awards made to him would have been \$2,900,772 based on the \$49.00 closing price of the company's stock on that date.

*Change of control (regardless of termination):* Following a change of control, Dr. Lerer will continue to vest in the \$4,200,000 performance-based cash award described above. If the company undergoes a change of control prior to the making of equity awards in March 2014, then Dr. Lerer will continue to be entitled to receive the equity award described above for March 2014 immediately prior to such change of control, with full vesting immediately prior to the change of control, and all stock options will remain exercisable for the remainder of their term, subject to the company's right to cash-out the same under the 2011 MIP.

*Termination with cause:* Upon any such termination, Dr. Lerer would receive all base salary accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and all stock options would terminate on the date of termination.

*Termination for death or disability:* Upon any such termination, Dr. Lerer (or his estate) would receive all base salary through 2014 (or if extended, 2015) and actual bonus as if his employment had continued through 2013, continued vesting in the \$4,200,000 performance-based cash award described above, continued vesting through 2014 (or if extended, 2015) of all other equity awards, continued health benefits for him and his spouse through age 65, and any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans. The company estimates that if Dr. Lerer's employment had terminated on December 31, 2012 under these circumstances, he would have been entitled to approximately \$2,003,123 of continued base salary, estimated bonus of \$1,504,685 (assuming the company achieves 70% of its earnings per share target), continued vesting in the \$4,200,000 performance-based cash award described above and his outstanding equity awards, and the cost of continuing health coverage for him and his spouse, which is estimated at current cost as \$130,274. In addition, the value of stock options and RSU awards made to him would be \$2,900,772 based on the \$49.00 closing price of the company's stock on that date.



Table of Contents

*Termination by expiration of employment agreement:* If Dr. Lerer's employment terminates through the expiration of his current employment agreement at the end of 2014 (or 2015, if extended), then he will continue to vest in the \$4,200,000 performance-based cash award described above, will continue to vest in all his outstanding equity awards as if he had remained employed by the company during the term of those awards, and he will receive continuing health insurance coverage for him and his spouse through age 65, which is estimated at current cost as \$130,274, and any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans.

Following termination of employment, Dr. Lerer will be subject to a non-competition covenant and covenants prohibiting him from soliciting any company customers or employees through the later of December 31, 2015 and three years after he last serves as Executive Chairman.

*Jonathan N. Rubin.* In connection with his appointment as the company's chief financial officer, the company entered into an employment agreement and related amendment no. 1 with Mr. Rubin on August 11, 2008. The agreement provides for an initial one-year term beginning on September 8, 2008, the date on which he began serving as the chief financial officer, which is automatically renewed for successive one year terms unless either party provides notice of non-renewal at least 180 days prior to the end of any then-existing term. The agreement was automatically renewed by the company for an additional one year term on September 7, 2012. Any failure to renew the agreement by the company is considered a termination without cause. The company is required to pay Mr. Rubin a base salary of \$400,000 per year, with annual review for increase by the company. Effective April 1, 2011, Mr. Rubin's base salary was increased by 3% to \$432,847. His base salary was increased by a further 8.6% to \$470,000 on April 1, 2012. His base salary was increased by a further 3% to \$484,100 on April 1, 2013. For 2012, Mr. Rubin was entitled to an annual target bonus opportunity of 75% of his base salary under the STIP. Mr. Rubin also received a grant of options under the 2008 MIP for 75,358 shares exercisable at \$40.68 per share which vested in one-third increments on October 1, 2009, 2010 and 2011. Mr. Rubin will also be entitled to benefits and participation in other compensation plans, including annual incentive and stock option plans, on a basis at least as favorable as other similarly situated senior level executives of the company. The agreement also provides for severance payments upon termination as follows:

*Termination due to resignation by Mr. Rubin:* If Mr. Rubin resigns without good reason as described below, he would receive all base salary and paid time off accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and only vested options would be exercisable for a limited time after termination.

*Termination without cause by the company:* Upon any such termination, Mr. Rubin would receive all base salary and paid time off accrued through the date of termination, and any other payments payable under applicable benefit plans, the vested portion of any retirement, deferred compensation or other benefit plan, including vested stock options or RSU awards, and the continued payment of his base salary for a period of twelve months after the date of termination. Also, the company may in its discretion pay him a pro rata portion of any bonus that he would have earned had he been employed for the full calendar year, conditioned on the satisfaction of financial targets established by the board in the STIP. The agreement is considered terminated without cause by the company if, among other things, Mr. Rubin's position is relocated or there is a material reduction in his base salary, or if the company provides notice of non-renewal of a then-existing term of the agreement. The company estimates that if Mr. Rubin had terminated employment on December 31, 2012 under these circumstances, he would have been entitled to approximately \$470,000 of continued base pay and \$12,682 in additional payments and benefits.

Table of Contents

*Termination without cause by the company or with good reason by Mr. Rubin in connection with, or within two years after, a change of control:* Upon any such termination, Mr. Rubin would be entitled to receive all base salary and paid time off accrued through the date of termination and pro rata target bonus for the year in which termination occurs, severance equal to two times the sum of base salary plus target bonus payable in a single cash installment immediately after termination, accelerated vesting of all outstanding equity awards not yet vested, and any other payments payable under applicable benefit plans, the vested portion of any retirement, deferred compensation or other benefit plan, including vested stock options or RSU awards. Under the employment agreement, good reason for termination by Mr. Rubin for these purposes includes a material reduction in his salary (unless the reduction is comparable in degree to reductions taking place for all other employees of comparable rank) or his bonus opportunity, a material diminution in his duties or responsibilities or a relocation. The company estimates that if Mr. Rubin had terminated employment on December 31, 2012 under these circumstances, he would have been entitled to approximately \$352,500 in bonus for the year of termination, \$1,643,736 of severance, and \$19,024 in additional payments and benefits. In addition, the value of stock options and RSU awards which would have vested on an accelerated basis would have been \$781,410 based on the \$49.00 closing price of the company's stock on that date.

*Termination with cause:* Upon any such termination, Mr. Rubin would receive all base salary accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and all stock options would terminate on the date of termination.

*Termination for death or disability:* Upon any such termination, Mr. Rubin (or his estate) would receive all base salary and paid time off accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and only vested options would be exercisable for a limited time after termination. Also, the company may in its discretion pay him (or his estate) a pro rata portion of any bonus that he would have earned had he been employed for the full calendar year, conditioned on the satisfaction of company financial targets established by the board in the STIP.

In addition, if any of the payments or benefits received by Mr. Rubin in connection with a change of control or termination of employment is subject to excise tax under Section 4999 of the IRC, then the company is required to pay Mr. Rubin an additional gross-up amount such that the net amount retained by him after the payment of the excise tax and any income and excise tax due on such additional amount will equal the amount to which he was entitled before the imposition of such income and excise tax on him. The company estimates that Mr. Rubin would not have received a gross-up payment with respect to excise tax under Section 4999 if his employment had terminated on December 31, 2012.

Following his termination under any circumstances, Mr. Rubin will be subject to a non-competition covenant and covenants prohibiting him from soliciting any company customers or soliciting or hiring employees for a period of one year following his termination or any longer period for which he continues to receive base salary or in respect of which base salary is paid in a lump sum.

*Daniel N. Gregoire.* Under the employment agreement between Mr. Gregoire and the company, effective January 24, 2005, as amended on July 28, 2006 and December 1, 2008, Mr. Gregoire serves as executive vice president, general counsel and secretary of the company. The agreement was for a one-year term ending on December 31, 2005, with automatic renewals for additional one-year terms, unless sooner terminated as provided in the agreement. Any failure to renew the agreement by the company is considered a termination without cause. The agreement was automatically renewed as of January 1, 2013. The company will pay Mr. Gregoire a base salary of \$325,000 per year, with annual

Table of Contents

review for increase by the board or a duly authorized committee thereof. Mr. Gregoire's base salary for 2012 was set at \$407,923. His base salary was increased by 3% to \$420,161 on April 1, 2013. Mr. Gregoire is entitled to an annual target bonus opportunity of 50% of base salary, subject to achievement of performance targets under the applicable management incentive plan operated by the company. Under the agreement, the company granted Mr. Gregoire 50,000 options to purchase shares at an exercise price of \$36.16 on January 24, 2005 with a ten-year term. The agreement provides for benefits commensurate with Mr. Gregoire's position. The agreement also provides for severance payments upon termination as follows:

*Termination due to resignation by Mr. Gregoire:* If Mr. Gregoire resigns without good reason as described below, he would receive all base salary accrued through the date of termination, accrued paid time off and the vested portion of his account under the company's deferred compensation and other benefit plans, including stock option and RSU awards.

*Termination without cause by the company or for good reason by Mr. Gregoire:* Upon any such termination, Mr. Gregoire would receive all base salary accrued through the date of termination, if termination occurs after June 30, pro rata target bonus for the year in which termination occurs, severance equal to the sum of base salary plus target bonus payable in a single cash installment immediately after termination, any other amounts accrued and unpaid as of the date of termination and any other payments payable under applicable benefit plans, including the company's deferred compensation plan and his stock options and RSU awards. Under the employment agreement, good reason for termination by Mr. Gregoire includes a reduction in his base salary, a material diminution in his duties and authorities, a change in reporting responsibility, or a relocation. The company estimates that if Mr. Gregoire terminated employment on December 31, 2012 under these circumstances, he would have been entitled to approximately \$203,962 in bonus for the year of termination, \$611,885 in severance and \$8,520 in additional payments and benefits.

*Termination without cause by the company or for good reason by Mr. Gregoire in connection with or within two years after a change in control:* Upon any such termination, Mr. Gregoire would receive all base salary accrued through the date of termination and pro rata target bonus for the year in which termination occurs, severance equal to two times the sum of base salary and target bonus payable in a single cash installment immediately after termination, accelerated vesting of all outstanding equity awards not yet vested, COBRA benefits for eighteen months after termination and any other amounts accrued and unpaid as of the date of termination. Under the employment agreement, good reason for termination by Mr. Gregoire for these purposes includes a material reduction in his salary (unless the reduction is comparable in degree to reductions taking place for all other employees of comparable rank) or his bonus opportunity, a material diminution in his duties or responsibilities or a relocation. The company estimates that, if Mr. Gregoire terminated employment on December 31, 2012 under these circumstances, he would have been entitled to approximately \$203,962 in bonus for the year of termination, \$1,223,770 in severance, and \$12,779 in additional payments and benefits. In addition, the value of stock options and RSU awards which would have vested on an accelerated basis would have been \$468,918 based on the \$49.00 closing price of the company's stock on that date.

*Termination with cause:* Upon any such termination, Mr. Gregoire would receive base salary accrued through the date of termination, accrued paid time off and the vested portion of his account under the company's deferred compensation and other benefit plans, including stock options and RSU awards.

*Termination for death or disability:* Upon any such termination, Mr. Gregoire (or his estate) would receive all base salary and accrued paid time off through the date of termination and the vested portion of any retirement, deferred compensation or other benefit plan, including stock option or RSU awards. In addition, the company may pay Mr. Gregoire a pro rata portion of any bonus for any bonus plan in which he participates in the year of termination, subject to achievement of applicable company financial performance targets.

Table of Contents

In addition, if any of the payments or benefits received by Mr. Gregoire in connection with a change of control or termination of employment is subject to excise tax under Section 4999 of the IRC, then the company is required to pay Mr. Gregoire an additional gross-up amount such that the net amount retained by him after the payment of the excise tax and any income and excise tax due on such additional amount will equal the amount to which he was entitled before the imposition of such income and excise tax on him. The company estimates that Mr. Gregoire would not have received a gross-up payment with respect to excise tax under Section 4999 if his employment had terminated on December 31, 2012.

Following his termination, Mr. Gregoire will be subject to a non-competition covenant and covenants prohibiting him from soliciting any company customers or employees for a period of one year following his termination or any longer period for which he continues to receive base salary or in respect of which base salary is paid in a lump sum, although receipt of any payment described above has not been conditioned on fulfillment of these covenants.

*Tina Blasi.* The company entered into an employment agreement and related amendment no. 1 with Ms. Blasi on February 25, 2008 for her to serve as the chief executive officer of National Imaging Associates, Inc. ("NIA"). The agreement provides for an initial one-year term beginning on February 25, 2008, which is automatically renewed for successive one-year terms unless either party provides notice of non-renewal at least 15 days prior to the end of any then-existing term. The agreement was automatically renewed for an additional one-year term on February 25, 2013. Any failure to renew the agreement by the company is considered a termination without cause. The company will pay Ms. Blasi a base salary of \$375,000 per year, with annual review for increase. Ms. Blasi's base salary for 2011 was set at \$411,704. Her base salary was increased by 4% on April 1, 2012 to \$428,172. The company also named her interim president of Magellan Pharmacy Solutions in August 2012. While she serves in this interim role, her annual base salary is increased by a stipend of \$100,000. Her base salary was increased by a further 3% to \$441,017 on April 1, 2013. Ms. Blasi is entitled to an annual target bonus opportunity of at least 50% of her base salary under the STIP. Ms. Blasi also received a sign-on bonus of \$50,000, a grant of options under the 2008 MIP for 30,000 shares exercisable at \$41.98 per share which vested in one-third increments on March 3, 2009, 2010 and 2011, and a grant of 1,500 RSUs under the 2008 MIP which vested in one-third increments on June 2, 2009, 2010 and 2011. In connection with her appointment as Interim President of Magellan Pharmacy Solutions, she was granted 1,000 RSUs which vest in one-third increments on September 4, 2013, 2014 and 2015. Her employment agreement was also amended in early April 2013 to provide her greater severance payments upon termination without cause or for good reason in connection with or within two years after a change of control. Ms. Blasi will also be entitled to benefits and participation in other compensation plans, including annual incentive and stock options plans, as may be in effect for employees at her level. The agreement also provides for severance payments upon termination as follows:

*Termination due to resignation by Ms. Blasi:* If Ms. Blasi resigns without good reason as described below, she would receive all base salary and paid time off accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and only vested options would be exercisable for a limited time after termination.

*Termination without cause by the company:* Upon any such termination, Ms. Blasi would receive all base salary and paid time off accrued through the date of termination, and any other payments payable under applicable benefit plans, the vested portion of any retirement, deferred compensation or other benefit plan, including vested stock options or RSU awards, and the continued payment of her base salary for a period of twelve months after the date of termination. Also, the company may in its discretion pay her a pro rata portion of any bonus that she would have earned had she been employed for the full calendar year, subject to

Table of Contents

achievement of applicable company financial performance targets. The agreement is considered terminated without cause by the company if, among other things, Ms. Blasi's position is relocated or there is a material reduction in her base salary, or if the company provides notice of non-renewal of the agreement. The company estimates that if Ms. Blasi had terminated employment on December 31, 2012 under these circumstances, she would have been entitled to approximately \$511,704 of continued base pay and \$4,832 in additional payments and benefits.

*Termination without cause by the company or with good reason by Ms. Blasi in connection with, or within two years after, a change of control:* Upon any such termination, Ms. Blasi would be entitled to receive all base salary and paid time off accrued through the date of termination and pro rata target bonus for the year in which termination occurs, severance equal to two times the sum of base salary plus target bonus payable in a single cash installment immediately after termination, accelerated vesting of all stock options, and any other payments payable under applicable benefit plans, the vested portion of any of any retirement, deferred compensation or other benefit plan, including vested stock options or RSU awards. Under the employment agreement, good reason for termination by Ms. Blasi for these purposes includes a material reduction in her salary (unless the reduction is comparable in degree to reductions taking place for all other employees of comparable rank) or her bonus opportunity, a material diminution in her duties or responsibilities or a relocation. The company estimates that if Ms. Blasi had terminated employment on December 31, 2012 under these circumstances, she would have been entitled to approximately \$214,086 in bonus for the year of termination, \$1,284,516 of severance, and \$7,247 in additional payments and benefits. In addition, the value of her stock options which would have vested on an accelerated basis would have been \$599,515, based on the \$49.00 closing price of the company's stock on that date.

*Termination with cause:* Upon any such termination, Ms. Blasi would receive all base salary and paid time off accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and all stock options would terminate on the date of termination.

*Termination for death or disability:* Upon any such termination, Ms. Blasi (or her estate) would receive all base salary and paid time off accrued through the date of termination, any other amounts earned but not yet paid as of the date of termination and any other payments payable under applicable benefit plans, and only vested options would be exercisable for a limited time after termination. Also, the company may in its discretion pay her (or her estate) a pro rata portion of any bonus that she would have earned had she been employed for the full calendar year, subject to achievement of applicable company financial performance targets.

Following her termination under any circumstances, Ms. Blasi will be subject to a non-competition covenant and covenants prohibiting her from soliciting any company customers or soliciting or hiring employees for a period of one year following her termination or any longer period for which she continues to receive base salary or in respect of which base salary is paid in a lump sum.

*Caskie Lewis-Clapper.* Under the employment agreement between Ms. Lewis-Clapper and the company, effective August 2, 2004, as amended on July 28, 2006 and December 1, 2008, Ms. Lewis-Clapper serves as chief human resources officer of the company. The agreement was for a one-year term ending on August 1, 2005, with automatic renewals for additional one-year terms, unless sooner terminated as provided in the agreement. Any failure to renew the agreement is considered a termination without cause. The agreement was automatically renewed as of August 2, 2012. Ms. Lewis-Clapper's base salary for 2012 was set at \$331,914 effective April 1, 2012. Effective April 1, 2013, Ms. Lewis-Clapper's base salary was increased by 3% to \$341,871. Ms. Lewis-Clapper is not entitled to any specific annual bonus opportunity under the agreement. Ms. Lewis-Clapper is also not

Table of Contents

entitled to any specific equity awards under her agreement. The agreement provides for severance payments upon termination as follows:

*Termination due to resignation by Ms. Lewis- Clapper:* If Ms. Lewis-Clapper resigns without good reason as described below, she would receive all base salary accrued through the date of termination, accrued paid time off and the vested portion of her account under the company's deferred compensation and other benefit plans, including stock option and restricted stock awards.

*Termination without cause by the company:* Upon any such termination, Ms. Lewis-Clapper would receive all base salary and paid time off accrued through the date of termination, and any other payments payable under applicable benefit plans, including the company's deferred compensation plan and her stock options and restricted stock awards. She would also be entitled to a continuation of her base salary as of the date of termination for a period of twelve months after the date of termination. The company may in its discretion pay her on a pro-rated basis the amount of bonus that she would have earned had she been employed for the full calendar year, conditioned on the satisfaction of financial targets established by the board. The agreement is considered terminated without cause by the company if, among other things, Ms. Lewis-Clapper's position is relocated or her base salary is reduced to less than \$250,000. The company estimates that if Ms. Lewis-Clapper terminated employment on December 31, 2012 under these circumstances, she would have been entitled to approximately \$331,914 in continuation of base salary and \$13,369 in additional payments and benefits.

*Termination without cause by the company or with good reason by Ms. Lewis-Clapper in connection with or within two years after a change in control:* Upon any such termination, Ms. Lewis-Clapper would receive all base salary accrued through the date of termination and pro rata target bonus for the year in which termination occurs, severance equal to two times the sum of base salary and target bonus payable in a single cash installment immediately after termination, accelerated vesting of all stock options granted from January 4, 2004 to March 10, 2005, COBRA benefits for eighteen months after termination and any other amounts accrued and unpaid as of the date of termination. Under the employment agreement, good reason for termination by Ms. Lewis-Clapper for these purposes includes a reduction in her salary (unless the reduction is comparable in degree to reductions taking place for all other employees of comparable rank) or her bonus opportunity, a material diminution in her duties or responsibilities or a relocation. The company estimates that if Ms. Lewis-Clapper terminated employment as of December 31, 2012 under these circumstances, she would have been entitled to approximately \$165,957 in bonus for the year of termination, \$995,742 in severance, and \$20,054 in additional payments and benefits. In addition, the value of stock options which would have vested on an accelerated basis would have been \$396,463 based on the closing price of the company's stock on that date (\$49.00).

*Termination with cause:* Upon any such termination, Ms. Lewis-Clapper would receive base salary accrued through the date of termination, accrued paid time off and the vested portion of her account under the company's deferred compensation and other benefit plans, including stock options and restricted stock awards.

*Termination for death or disability:* Upon any such termination, Ms. Lewis-Clapper would receive all base salary and accrued paid time off through the date of termination and the vested portion of any retirement, deferred compensation or other benefit plan, including stock options or restricted stock awards. In addition, the company may pay Ms. Lewis-Clapper a pro rata portion of any bonus for any bonus plan in which she participates in the year of termination, subject to achievement of applicable performance objectives.

Table of Contents

In addition, if any of the payments or benefits received by Ms. Lewis-Clapper in connection with a change of control or termination of employment is subject to excise tax under Section 4999 of the IRC, then the company is required to pay Ms. Lewis-Clapper an additional gross-up amount such that the net amount retained by her after the payment of the excise tax and any income and excise tax due on such additional amount, will equal the amount to which she was entitled before the imposition of such income and excise tax on her. The company estimates that Ms. Lewis-Clapper would not have received a gross-up payment with respect to excise tax under Section 4999 of the IRC if her employment had terminated on December 31, 2012.

Following her termination, Ms. Lewis-Clapper will be subject to a non-competition covenant and covenants prohibiting her from soliciting any company customers or employees for a period of one year following her termination or any longer period for which she continues to receive or is paid in a lump sum base salary, although receipt of any payment described above has not been conditioned on fulfillment of these covenants.

*Change in Control Definitions*

For purposes of Mr. Smith's employment agreement, a "change in control" will occur if (i) any person or group becomes the beneficial owner of 30% or more of the company's voting stock, (ii) a majority of the members of the board no longer consist of individuals serving on the date the agreement was entered into or whose election or nomination was supported by two-thirds of the incumbent directors, (iii) the company adopts a plan of liquidation providing for the distribution of all or substantially all of the company's assets, (iv) all or substantially all of the assets of the company are disposed of through a merger, consolidation, share exchange, reorganization or other transaction unless the existing shareholders continue to own a majority of the voting interests in the entity that succeeds to the company's business, or (v) the company combines with another company and is the surviving corporation but the existing shareholders own 50% or less of the voting interests in the combined company. For purposes of Mr. Rubin's, Ms. Rohan's, Mr. Gregoire's, Ms. Blasi's and Ms. Lewis-Clapper's amended employment agreements, a "change in control" will occur if (i) any person or group becomes the beneficial owner of 51% or more of the company's voting stock, (ii) a majority of the members of the board no longer consist of individuals serving on the date of their employment agreement amendments or whose election or nomination was supported by a majority of the incumbent directors, (iii) the company's board and, if required, the shareholders approve the dissolution of the company or a plan of liquidation or comparable plan providing for the disposition of all or substantially all of the company's assets, (iv) all or substantially all of the assets of the company are disposed of through a merger, consolidation, share exchange, reorganization or other transaction unless the existing shareholders continue to own a majority of the voting interests in the entity that succeeds to the company's business, or (v) the company merges or combines with another company and the existing shareholders own 50% or less of the voting interests in the successor company.

*Certain Relationships and Related Party Transactions*

Robert Le Blanc, who is our lead director, is a managing director of Onex. Pursuant to the company's Plan of Reorganization and a Stock Purchase Agreement dated as of December 18, 2003, Magellan Holdings LP ("*Holdings*"), an affiliate of Onex, purchased 8,552,700 shares of Multiple and Variable Vote Restricted Common Stock ("*Multi-Vote Common Stock*") of the company. Since consummation of the plan of reorganization, Onex purchased from the company additional shares of Multi-Vote Common Stock as partial fulfillment of a commitment by Holdings pursuant to the Stock Purchase Agreement. Onex converted all of its Multi-Vote Common Stock into common stock and sold those shares as of May 20, 2005, June 2, 2005 and November 9, 2005. Under the company's plan of reorganization, certain of its creditors, including Onex, were given the option to receive shares of common stock or in lieu of such shares \$9.78 per share in cash. In order to fund these cash payments,

Table of Contents

under the Stock Purchase Agreement, Holdings committed to purchase additional shares of common stock at the same \$9.78 per share price. On December 18, 2012, the company and Holdings agreed to terminate the Stock Purchase Agreement with the payment by the company to Holdings in the amount of \$154,542, representing the difference between the \$42.90 closing price of our stock on that date and the agreed-upon \$9.78 per share purchase price, multiplied by an assumed number of 3,584 shares.

William McBride, one of our directors, until December 24, 2012 served on the board of directors of Amerigroup Corporation, a publicly traded sponsor of Medicaid and Medicare health plans which was merged with WellPoint, Inc. on that date. He resigned from the Amerigroup board on that date in connection with the WellPoint merger. The company has a radiology benefits management agreement with a subsidiary of Amerigroup under which the company derived revenues of approximately \$2.2 million during 2012.

***Report of Audit Committee***

The primary function of the Audit Committee is to assist the board of directors in fulfilling its financial oversight responsibility by reviewing the company's financial statements, the other financial information that is proposed to be provided to the shareholders, the periodic financial reports filed with the SEC, the system of internal controls which management and the board of directors have established and the audit process. The committee operates pursuant to a written charter, a copy of which is available on the Corporate Governance section of the company's website at [www.MagellanHealth.com](http://www.MagellanHealth.com). As set forth in the charter, management of the company is responsible for the preparation, presentation and integrity of the company's financial statements and for maintaining appropriate internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the company's financial statements and expressing an opinion as to their conformity with accounting principles generally accepted in the United States and on the company's internal controls over financial reporting. The independent auditors are accountable to the board and the Audit Committee. The Audit Committee has the authority and responsibility to retain and terminate the company's independent auditors.

In performance of this oversight function, the committee has reviewed and discussed the audited financial statements with management and the independent auditors. The committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as currently in effect. The committee has also received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the committee concerning independence, and has discussed with the independent auditors the independent auditors' independence.

The members of the Audit Committee are advised by the independent auditors. The independent auditors are experts in the fields of accounting and auditing, including in respect of auditor independence. Members of the committee rely without independent verification on the information provided to them and on the representations made by management and the independent auditors. Accordingly, management is solely responsible for maintaining appropriate accounting and financial reporting principles and policies and internal control and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not assure that the audit of the company's financial statements has been carried out in accordance with generally accepted auditing standards or that the company's auditors are in fact "independent."

Based upon the review and discussions described in this report, and subject to the limitations on the role and responsibilities of the committee referred to above and in the charter, the committee



Table of Contents

recommended to the board that the audited financial statements be included in the company's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission.

The Audit Committee

Michael P. Ressler (Chairman)  
William J. McBride  
Michael S. Diament

*The information set forth above under the headings "Report of Management Compensation Committee" and "Report of Audit Committee" does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the filing specifically incorporates such information by reference therein.*

**PROPOSAL NUMBER TWO  
ADVISORY VOTE ON EXECUTIVE COMPENSATION**

In accordance with the requirements of Section 14A of the Securities Exchange Act of 1934 (the "*Exchange Act*"), we are including in this proxy statement a separate resolution subject to stockholder vote to approve, in a non-binding, advisory vote, the compensation of our Named Executive Officers as disclosed in this proxy statement pursuant to Item 402 of SEC Regulation S-K. The vote does not cover the compensation paid to our directors or our policies for compensating employees as they relate to risk management. The text of the resolution in respect of Proposal Number Two is as follows:

"RESOLVED, that the compensation paid to the company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

2012 Highlights

Our 1-year, 3-year and 5-year growth in EBITDA, net income and diluted earnings per share were all above the median for our comparator group identified above under "*Compensation Discussion and Analysis*," in most cases substantially.

Our annual and long-term incentive compensation is 100% performance-based.

A large portion of our Named Executive Officers' 2012 compensation was variable based on their performance approximately 86% for our CEO.

A large portion of our executives' 2012 compensation was in the form of equity grants which vest over time and are tied to the creation of shareholder value over 58% for our CEO.

The long-term incentive compensation of our executives (other than Dr. Lerer, who is serving as executive chairman in a transitional role) is 75% in the form of options, which only have a realizable value to our executives if value is created for our shareholders; if no value is created, then this incentive compensation provides no value to our executives.

We have strong equity ownership requirements for our executives and clawback provisions which help align the interests of our executives with those of our shareholders.

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As described in detail under the heading "*Compensation Discussion and Analysis*," our executive compensation programs are designed to attract, retain and reward our executive officers, in order to deliver value to our stockholders. The executive compensation programs are designed and administered

Table of Contents

by our Management Compensation Committee (the "*Committee*"), which consists of three independent directors, with advice and support from independent compensation consultants. Our compensation programs have been developed using the following principles:

Our compensation programs are designed to reward performance on an individual level, performance within the executive's area of responsibility and the performance of the company as a whole.

We use comparable company compensation data to set the cash compensation of our executive officers at levels near the averages paid by comparable companies in order to recruit and retain appropriate personnel, and to set long-term incentive compensation at levels that are above the average where performance is correspondingly above average.

Our compensation programs are designed to support both the short-term and long-term financial, operating and other goals of the company.

Our compensation programs balance the need to incent and reward short-term results with the need to build long-term value for our stockholders.

During and after the end of 2012, we made several changes to our compensation policies and practices, based on comments from some of our larger institutional shareholders. In negotiating the employment agreement for our new chief executive officer, Mr. Smith, we declined to extend any excise tax gross-up arrangement to him in connection with a change of control, which had previously been included in our employment agreement with Dr. Lerer. In the agreement under which Dr. Lerer will serve as our executive chairman in 2013, we removed his excise tax gross-up arrangement payable upon a change of control. We believe that these changes reinforce the company's commitment to aligning the interests of our executive officers with those of our shareholders. We also note that, at current stock market prices, it is highly unlikely that the company would be required to make any gross-up payments to any of the other Named Executive Officers on a change of control. We urge shareholders to read the "*Compensation Discussion and Analysis*" section above.

We are recommending that stockholders vote for approval of the compensation to our Named Executive Officers for 2012 because we believe that their efforts were instrumental in achieving our successful operating results in 2012 and that our compensation programs functioned in 2012 as they were designed to do in accordance with the principles discussed above.

The affirmative vote of the holders of a majority of the votes that are present in person or represented by proxy at the annual meeting and entitled to vote on the matter is required to approve Proposal Number Two.

The stockholder vote on Proposal Number Two is advisory and therefore not binding on the company and the Committee. However, our board of directors and the Committee value the opinions of our stockholders, and the Committee will review and consider the voting results when acting on our executive compensation programs in the future. The next stockholder vote on executive compensation will be in connection with the 2014 annual meeting.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE  
"FOR" PROPOSAL NUMBER TWO**

**PROPOSAL NUMBER THREE  
RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR**

Following the recommendation of our Audit Committee, our board of directors has appointed, and recommends shareholder ratification of the appointment of, Ernst & Young LLP as our independent

Table of Contents

auditor for the fiscal year 2013. Representatives of Ernst & Young LLP will be present at the meeting to respond to appropriate questions and to make such statements as they may desire.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE  
"FOR" PROPOSAL NUMBER THREE**

***Audit, Audit-Related, Tax and Other Fees and Approval of Audit and Non-Audit Services***

Ernst & Young LLP was our independent auditor for the year ending December 31, 2012, and has been selected by our audit committee to be our independent auditor for the year ending December 31, 2013. Under the Audit Committee's policy, all audit, audit-related, tax and all other services must be pre-approved by the Audit Committee. The policy does not provide for a de minimus exception to the pre-approval requirements. Accordingly, all of the 2012 fees described below were pre-approved by the full Audit Committee.

*2012 and 2011 Audit, Audit-Related, Tax and Other Fees*

The table below sets forth the total fees and expenses billed and expected to be billed by Ernst & Young for audit, audit-related, tax and other services during 2012 and 2011.

**Audit, Audit-Related, Tax and Other Fees**

	2012 Actual Fees	2011 Actual Fees
Audit Fees(1)	\$ 3,250,450	\$ 3,416,700
Audit-Related Fees(2)(3)	429,390	793,599
Tax Fees(2)(4)	70,700	8,362
<b>Total Fees(2)</b>	<b>\$ 3,750,540</b>	<b>\$ 4,218,661</b>

- (1) Includes fees and expenses related to the annual audit and interim reviews and audit of internal controls and GAAP and statutory audits of subsidiaries, notwithstanding when the fees and expenses were billed or when the services were rendered.
- (2) Includes fees and expenses for services rendered from January through December of the respective year, notwithstanding when the fees and expenses were billed.
- (3) Includes fees related to employee benefit plans (\$55,650), SSAE 16 reports (\$271,640) and IT agreed-upon procedures (\$102,100) in 2012.
- (4) Includes fees related to federal tax compliance and state tax filings.

**ADDITIONAL INFORMATION**

***Shareholder Proposals***

In order to be considered for inclusion in our proxy statement and form of proxy relating to the 2014 annual meeting of shareholders pursuant to Rule 14a-8 under the Exchange Act, a shareholder proposal must be received by our Secretary at our principal offices in Avon, Connecticut, on or before December 11, 2013. A shareholder proposal submitted for inclusion in our proxy statement and form of proxy must also comply with the other requirements set forth in Rule 14a-8. Any shareholder proposal to be presented at the 2014 annual meeting of shareholders that is not submitted in accordance with Rule 14a-8 will be untimely unless it is received by our Secretary at least 90 days prior to the anniversary of the 2013 annual meeting of shareholders (February 21, 2014) and may not be presented for a vote unless it is also otherwise in

compliance with the requirements set forth in our by-laws.

Table of Contents

*Solicitation*

All costs and expenses associated with soliciting proxies will be borne by the company. In addition to the use of the mails, proxies may be solicited by the directors, officers and our employees by personal interview, telephone or telegram. Such directors, officers and employees will not be additionally compensated for such solicitation but may be reimbursed for out-of-pocket expenses incurred in connection therewith. Arrangements will also be made with custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of our common stock held of record by such persons, and we will reimburse such custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses incurred in connection therewith. In addition, we have retained MacKenzie Partners, Inc., a proxy-soliciting firm, to assist in the solicitation of proxies and will pay that firm a fee of approximately \$7,500 plus reimbursement for out-of-pocket expenses. The company will bear the total amount of those fees and expenses. The company's engagement of MacKenzie Partners, Inc. provides for the solicitation of institutions, money managers and other professional investors and individual investors, and strategic advice on proxy solicitation matters.

**OTHER MATTERS**

As of the date of this proxy statement, the board of directors is not aware of any other business or matters to be presented for consideration at the meeting other than as set forth in the notice of meeting attached to this proxy statement. However, if any other business shall come before the meeting or any adjournment or postponement thereof and is to be voted upon, the enclosed proxy shall be deemed to confer discretionary authority on the individuals named to vote the shares represented by such proxy as to any such matters.

**REQUESTS FOR MORE INFORMATION**

We will provide without charge to each beneficial holder of our common stock on the record date, upon the written or oral request of any such person, a copy of our Annual Report on Form 10-K (without exhibits) for the fiscal year ended December 31, 2012, as filed with the Securities and Exchange Commission. We will also provide to any person without charge, upon request, a copy of our Code of Ethics for Directors, Code of Ethics for Covered Officers and Corporate Compliance Handbook for all employees. Any such requests should be made in writing or by telephone to the Investor Relations Department, Magellan Health Services, Inc., 55 Nod Road, Avon, Connecticut 06001, tel. (877) 645-6464. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (without exhibits), Code of Ethics for Directors, Code of Ethics for Covered Officers, Corporate Compliance Handbook, and other Securities and Exchange Commission filings are also available on our website at [www.MagellanHealth.com](http://www.MagellanHealth.com). We intend to disclose future amendments to the provisions of the codes of ethics and handbook and material waivers from such codes of ethics and handbook, if any, made with respect to any of our directors and executive officers on our internet site.

PROXY

MAGELLAN HEALTH  
SERVICES, INC.

PROXY

**PROXY FOR 2013 ANNUAL MEETING OF SHAREHOLDERS**

**ON MAY 22, 2013**

**SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Barry M. Smith, Chief Executive Officer, and Daniel N. Gregoire, Secretary, and each of them, attorneys with full power of substitution, to vote as directed below all shares of common stock of Magellan Health Services, Inc. registered in the name of the undersigned, or which the undersigned may be entitled to vote, at the 2013 Annual Meeting of Shareholders to be held at the corporate headquarters of the company at 55 Nod Road, Avon, CT 06001, on May 22, 2013, at 8:30 a.m., local time, and at any adjournment or postponement thereof.

**1. Election of Directors:**

Nominees for Election for Terms Expiring in 2016:

- |   |  |
|---|--|
| <input type="radio"/> <b>FOR</b> Michael P. Ressner | <input type="radio"/> <b>WITHHOLD AUTHORITY</b> to vote for Michael P. Ressner |
| <input type="radio"/> <b>FOR</b> Michael S. Diament | <input type="radio"/> <b>WITHHOLD AUTHORITY</b> to vote for Michael S. Diament |
| <input type="radio"/> <b>FOR</b> Barry M. Smith     | <input type="radio"/> <b>WITHHOLD AUTHORITY</b> to vote for Barry M. Smith     |

**2. To approve, by non-binding vote, the compensation of the named executive officers:**

- |                                  |                                      |                                      |
|----------------------------------|--------------------------------------|--------------------------------------|
| <input type="radio"/> <b>FOR</b> | <input type="radio"/> <b>AGAINST</b> | <input type="radio"/> <b>ABSTAIN</b> |
|----------------------------------|--------------------------------------|--------------------------------------|
-

3. **Ratification of Ernst & Young LLP as Independent Auditor for Fiscal Year 2013.**

FOR

AGAINST

ABSTAIN

4. **As such proxies may in their discretion determine in respect of any other business properly to come before said meeting (the Board of Directors knowing of no such other business).**

**UNLESS THE STOCKHOLDER DIRECTS OTHERWISE, THIS PROXY WILL BE VOTED FOR THE DIRECTORS IN ITEM 1 AND FOR ITEMS 2 AND 3.**

**VOTE BY PROXY CARD: Date, sign and return to Proxy Services, American Stock Transfer & Trust Company, 6201 15th Avenue, Brooklyn, New York 11219.**

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on May 22, 2013.**

The company's proxy statement and form of proxy for its 2013 Annual Meeting of Shareholders, to be held at 8:30 a.m., local time, on May 22, 2013, at the corporate headquarters of the Company at 55 Nod Road, Avon, Connecticut 06001, and its 2012 Annual Report to Shareholders, are available on the company's internet site at [www.MagellanHealth.com/ar](http://www.MagellanHealth.com/ar) and [www.MagellanHealth.com/proxy](http://www.MagellanHealth.com/proxy).

(Please sign in the same form as name appears hereon. Executors and other fiduciaries should indicate their titles. If signed on behalf of a corporation, give title of officer signing.)

Dated: \_\_\_\_\_, 2013

Signature of Stockholder(s)

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF STOCKHOLDERS**

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