

MAGELLAN HEALTH INC  
Form DEFA14A  
April 17, 2015

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  X

Filed by a Party other than the Registrant  O

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, Inc.  
(Name of Registrant as Specified In Its Charter)

N/A  
(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.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

Supplemental Information Regarding Proxy Card

Due to a typesetting error, Item 2 was inadvertently omitted from the version of the proxy card which was filed on Schedule 14A with the Securities and Exchange Commission (the Commission ) together with the Registrant's definitive proxy statement on April 10, 2015. The version of the proxy card distributed to shareholders includes Item 2 and is correct. The corrected version of the proxy card is attached.

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PROXY

MAGELLAN HEALTH, INC.

PROXY

**PROXY FOR 2015 ANNUAL MEETING OF SHAREHOLDERS**

**ON MAY 20, 2015**

**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, Inc. registered in the name of the undersigned, or which the undersigned may be entitled to vote, at the 2015 Annual Meeting of Shareholders to be held at the W Scottsdale Hotel, 7277 East Camelback Road, Scottsdale, Arizona 85251, on May 20, 2015, at 7:30 a.m., local time, and at any adjournment or postponement thereof.

THE DIRECTORS RECOMMEND A VOTE FOR THE DIRECTORS IN ITEM 1, FOR ITEM 2 AND FOR ITEM 3. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

**1. Election of Directors:**

Nominees

- |                       |                         |   |
|-----------------------|-------------------------|---|
| <input type="radio"/> | <b>FOR ALL NOMINEES</b> | <input type="radio"/> Eran Broshy Term Expiring 2018            |
| <input type="radio"/> | <b>WITHHELD</b>         | <input type="radio"/> Kay Coles James Term Expiring 2018        |
| <input type="radio"/> | <b>FOR ALL</b>          |   |
| <input type="radio"/> | <b>NOMINEES</b>         | <input type="radio"/> Mary F. Sammons Term Expiring 2018        |
| <input type="radio"/> | <b>FOR ALL EXCEPT</b>   | <input type="radio"/> John O. Agwunobi, M.D. Term Expiring 2017 |

Instructions: To withhold authority to vote for any individual nominee, mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: x

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

**FOR**

**AGAINST**

**ABSTAIN**



3. **Ratification of Ernst & Young LLP as Independent Auditor for Fiscal Year 2015.**

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 20, 2015.**

The company's proxy statement and form of proxy for its 2015 Annual Meeting of Shareholders, to be held at 7:30 a.m., local time, on May 20, 2015, at the W Scottsdale Hotel, 7277 East Camelback Road, Scottsdale, Arizona 85251 and its 2014 Annual Report to Shareholders, are available on the company's website at <http://ir.MagellanHealth.com/financials.cfm>.

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: \_\_\_\_\_, 2015

Signature of Stockholder(s)

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

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