

MAGELLAN HEALTH SERVICES INC  
Form SC 13G  
March 10, 2008

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

Magellan Health Services, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

559079207  
(CUSIP Number)

February 28, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 559079207

1. **Names of Reporting Persons**  
**I.R.S. Identification Nos. of above persons (entities only)**  
D. E. Shaw Valence Portfolios, L.L.C.  
13-4046559
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
(a)   
(b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |  |
|----|--|
| 5. | <b>Sole Voting Power</b><br>-0-              |
| 6. | <b>Shared Voting Power</b><br>2,319,065      |
| 7. | <b>Sole Dispositive Power</b><br>-0-         |
| 8. | <b>Shared Dispositive Power</b><br>2,319,065 |

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
2,319,065
  10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
  11. **Percent of Class Represented by Amount in Row (9)**  
5.8%
  12. **Type of Reporting Person (See Instructions)**  
OO
-

CUSIP No. 559079207

1. **Names of Reporting Persons**  
**I.R.S. Identification Nos. of above persons (entities only)**  
 D. E. Shaw & Co., L.P.  
 13-3695715

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
 (a)   
 (b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**  
 Delaware

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5. **Sole Voting Power**  
 -0-

6. **Shared Voting Power**  
 2,323,565

7. **Sole Dispositive Power**  
 -0-

8. **Shared Dispositive Power**  
 2,324,565

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
 2,324,565

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**  
 5.8%

12. **Type of Reporting Person (See Instructions)**  
 IA, PN

CUSIP No. 559079207

1. **Names of Reporting Persons**  
**I.R.S. Identification Nos. of above persons (entities only)**  
David E. Shaw
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
(a)   
(b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**  
United States

**Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With**

5. **Sole Voting Power**  
-0-
6. **Shared Voting Power**  
2,323,565
7. **Sole Dispositive Power**  
-0-
8. **Shared Dispositive Power**  
2,324,565

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
2,324,565
  10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
  11. **Percent of Class Represented by Amount in Row (9)**  
5.8%
  12. **Type of Reporting Person (See Instructions)**  
IN
-

**Item 1.**

- (a) **Name of Issuer:**  
Magellan Health Services, Inc.
- (b) **Address of Issuer's Principal Executive Offices:**  
55 Nod Road  
Avon, Connecticut 06001

**Item 2.**

- (a) **Name of Person Filing:**  
D. E. Shaw Valence Portfolios, L.L.C.  
D. E. Shaw & Co., L.P.  
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence:**  
The business address for each reporting person is:  
120 W. 45<sup>th</sup> Street, Tower 45, 39<sup>th</sup> Floor  
New York, NY 10036
- (c) **Citizenship:**  
D. E. Shaw Valence Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.  
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.  
David E. Shaw is a citizen of the United States of America.
- (d) **Title of Class of Securities:**  
Common Stock, \$0.01 par value
- (e) **CUSIP Number:**  
559079207

**Item 3.** **If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

**Item 4.** **Ownership**

As of March 5, 2008:

(a) Amount beneficially owned:

D. E. Shaw Valence Portfolios, L.L.C.:	2,319,065 shares This is composed of (i) 2,314,065 shares in the name of D. E. Shaw Valence Portfolios, L.L.C. and (ii) 5,000 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options.
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D. E. Shaw & Co., L.P.:

2,324,565 shares

This is composed of (i) 2,314,065 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 5,000 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options, (iii) 600 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iv) 4,900 shares under the management of D. E. Shaw Investment Management, L.L.C.

David E. Shaw: