

Kamal Mostafa
Form 4
September 28, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kamal Mostafa

2. Issuer Name **and** Ticker or Trading
Symbol
MAGELLAN HEALTH INC
[MGLN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2017

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

SCOTTSDALE, AZ 85260

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Ordinary Common Stock, \$0.01 par value	09/27/2017		X ⁽¹⁾	11,819 A \$ 60.55	11,819	D	
Ordinary Common Stock, \$0.01 par value	09/27/2017		X ⁽¹⁾	7,307 A \$ 64.87	19,126	D	
	09/27/2017		S ⁽¹⁾	18,526 D	600	D	

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Ordinary
Common
Stock,
\$0.01 par
value

\$
85.3057
(2)

Ordinary
Common
Stock, 09/27/2017 S(1) 600 D \$ 86.0583 0 D
\$0.01 par
value (3)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 60.55	09/27/2017		X(1)	11,819	(4) 08/03/2025	Common Stock	11,819
Stock Option (right to buy)	\$ 64.87	09/27/2017		X(1)	7,307	(6) 03/03/2026	Common Stock	7,307

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kamal Mostafa 15950 NORTH 76TH STREET SUITE 200			CEO, Magellan Rx Management	

SCOTTSDALE, AZ 85260

Signatures

/s/ Mostafa

Kamal

09/28/2017

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was effectuated pursuant to a Rule 10b-5-1 Plan.

The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$85.00 to \$85.975, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide staff of the SEC, the issuer, or a stockholder of the issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (2) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$85.00 to \$85.975, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide staff of the SEC, the issuer, or a stockholder of the issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (3) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$86.00 to \$86.125, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide staff of the SEC, the issuer, or a stockholder of the issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (4) Of the 50,000 stock options granted, 33,333 are currently vested and exercisable. The remainder of 16,666 options shall vest on August 3, 2018.
- (5) Not applicable.
- (6) Of the 21,920 stock options granted, 7,307 are currently vested and exercisable. The remainder of 14,613 options shall vest in one half increments on March 3 of 2018 and 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.