

AMAG PHARMACEUTICALS INC.
Form 4/A
June 17, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Holmes Scott A

2. Issuer Name and Ticker or Trading Symbol
AMAG PHARMACEUTICALS INC. [AMAG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Finance and Treasurer

(Last) (First) (Middle)
C/O AMAG
PHARMACEUTICALS, INC., 1100
WINTER STREET

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2015

(Street)
WALTHAM, MA 02451

4. If Amendment, Date Original Filed(Month/Day/Year)
06/05/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/03/2015		M	(1) A	\$ 3,750 14.38	34,538	D
Common Stock	06/03/2015		M	(1) A	\$ 12,891 14.89	47,429	D
Common Stock	06/03/2015		M	(1) A	\$ 5,875 21.13	53,304	D

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.38	06/03/2015		M	3,750	<u>(2)</u>	09/12/2021	Common Stock	3,750 <u>(1)</u>
Stock Option (Right to Buy)	\$ 14.89	06/03/2015		M	12,891	<u>(3)</u>	06/25/2019	Common Stock	12,891 <u>(1)</u>
Stock Option (Right to Buy)	\$ 21.13	06/03/2015		M	5,875	<u>(4)</u>	02/27/2024	Common Stock	5,875 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Scott A C/O AMAG PHARMACEUTICALS, INC. 1100 WINTER STREET WALTHAM, MA 02451			SVP, Finance and Treasurer	

Signatures

Nancy R. Smith,
attorney-in-fact

06/17/2015

 **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 omitted from the reporting person's original Form 4. Following all of the transactions undertaken by the reporting person on June 3, 2015, the reporting person beneficially owned 53,304 shares of AMAG Pharmaceuticals, Inc. common stock.
- (2) This option vests and becomes exercisable in four equal annual installments on September 12, 2012, September 12, 2013, September 12, 2014 and September 12, 2015.
- (3) This option vests and becomes exercisable over four years from the grant date (June 25, 2012), with 25% vesting on the first anniversary of the grant date and the remainder vesting in equal quarterly installments over the next three years thereafter.
- (4) This option vests and becomes exercisable over four years from the grant date (February 27, 2014), with 25% vesting on the first anniversary of the grant date and the remainder vesting in equal quarterly installments over the next three years thereafter.

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.