

Myles Edward H
Form 4
March 06, 2018

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 *
Myles Edward H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

C/O AMAG PHARMACEUTICALS, INC., 1100 WINTER ST.

(Street)

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

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

WALTHAM, MA 02451

(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 (Instr. 4)
			Code	V	Amount (1) (2) (A) or (D) Price		
Common Stock	03/02/2018		A		10,000 (1) (2) A (3) 44,148 (4)	D	
Common Stock	03/02/2018		A		10,000 (1) (5) A (3) 54,148	D	
Common Stock	03/02/2018		F		854 (6) D \$ 21 53,294	D	

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

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SEC 1474 (9-02)

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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
Stock Option (Right to Buy)	\$ 21	03/02/2018		A	24,000	(7) 03/02/2028	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Myles Edward H
C/O AMAG PHARMACEUTICALS, INC.
1100 WINTER ST.
WALTHAM, MA 02451

Chief Financial Officer

Signatures

/s/ Nancy R. Smith,
attorney-in-fact

03/06/2018

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Common Stock of AMAG Pharmaceuticals, Inc. (the "Issuer").

These shares of Common Stock are issuable pursuant to a grant of RSUs pursuant to the Issuer's Fourth Amended and Restated 2007

(2) Equity Incentive Plan (as amended the "Plan") and will vest in three equal annual installments with the first installment vesting on March 2, 2019.

(3) Not applicable.

(4) Reporting Person's total beneficial ownership reflects the purchase of 1,325 shares through an Employee Stock Purchase Plan on November 30, 2017.

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- These shares of Common Stock are issuable pursuant to a performance-based RSU grant under a long-term incentive program under the Plan and will be earned, if at all, based on achievement of certain relative total stockholder return targets over the three year performance
- (5) period ending March 1, 2021 subject to continuation of a business relationship with the grantee through the conclusion of the performance period. The number above represents the target number of shares that may be delivered pursuant to the award ("Target Award"); however, the amount that vests could range from zero to 150% of the Target Award.
- Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 2,499 RSUs on February 23, 2018. Due to the black-out policies implemented by the Issuer, the shares of the Issuer's Common Stock underlying such vested RSUs
- (6) were not delivered to the reporting person until March 2, 2018, at which time an aggregate of 854 shares were withheld to satisfy the reporting person's applicable tax obligations.
- Grant of stock option pursuant to the Plan. This option will vest and become exercisable over four years after the grant date as follows: (i)
- (7) 25% on the first anniversary of the grant date and (ii) the balance 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.

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