SMITH BARRY M Form 4

March 06, 2019

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

(State)

(Month/Day/Year)

SMITH BARRY M

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

55 NOD ROAD

(Last)

(Street)

AVON, CT 06001

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

MAGELLAN HEALTH INC [MGLN]

3. Date of Earliest Transaction

(Month/Day/Year) 03/05/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

Issuer

below)

Person

5. Amount of

_X__ Director

Applicable Line)

X_ Officer (give title

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

7. Title ar Underlyir (Instr. 3 a

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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	V (A)	(D) Date Exercisable	Expiration Date	Title
Stock Options (right to buy)	\$ 66.57	03/05/2019	A	114,286	<u>(1)</u>	03/05/2029	Commo Stock
Performance-Based Restricted Stock Units	\$ 0 (2)	03/05/2019	A	29,907	03/05/2022	(3)(4)	Commo

(Month/Day/Year) (Instr. 8) Acquired (A) or

Reporting Owners

Price of

Reporting Owner Name / Address	Relationships					
reporting of mor reader, radio cos	Director	10% Owner	Officer	Other		
SMITH BARRY M 55 NOD ROAD AVON, CT 06001	X		Chief Executive Officer			

Signatures

/s/ Barry M.
Smith

**Signature of Reporting Person

O3/06/2019

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) Options vest and become exercisable in one third increments on March 5th of each of 2020, 2021 and 2022.
- (2) Not applicable.
 - On the third anniversary of the grant date, Performance-Based Restricted Stock Units ("PSUs") vest based on achievement of total shareholder return ("TSR") performance over a three-year period beginning in 2019 and ending with 2022. Payout for vested PSUs ranges from 0% to 200% of the indicated number of shares, based on the Company's TSR percentile ranking compared to the TSR of the
- companies included in the selected market index. TSR is measured generally as the increase or decrease in the market value of the Company common stock with a deemed reinvestment of any dividends. If a participant terminates employment prior to the third anniversary of the grant date, the PSUs generally will be forfeited. PSUs have no voting rights and are generally non-transferable. The indicated number of PSUs assumes 100% vesting, and the actual number of shares issued in settlement of the PSUs may be greater or less than the indicated number.
- (4) (Continuation of Footnote 3) Since the payout for PSUs can range from 0% to 200%, the maximum number of shares that could vest and be issued could be double the indicated number.

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.

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