

ADAGE CAPITAL PARTNERS LP  
Form 3  
March 06, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â ADAGE CAPITAL PARTNERS GP LLC           |         | (Month/Day/Year)                     | AMAG PHARMACEUTICALS INC. [AMAG]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 200 CLARENDON STREET,Â 52ND FLOOR         |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| BOSTON,Â MAÂ 02116                        |         |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$.01 per share ("Common Stock") | 1,914,123  | I   | See FN <sup>(1)</sup>                                    |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|  | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | (Instr. 5)                            |
|--|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---------------------------------------|
| Equity Swap (obligation to buy) <sup>(2)</sup> | 12/08/2008       | 06/09/2009      | Common Stock        | 100,000                    | \$ 34.839                    | I   | See FNs <sup>(1)</sup> <sup>(2)</sup> |
| Equity Swap (obligation to buy) <sup>(3)</sup> | 12/08/2008       | 06/09/2009      | Common Stock        | 477,324                    | \$ 45.2099                   | I   | See FNs <sup>(1)</sup> <sup>(3)</sup> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ADAGE CAPITAL PARTNERS GP LLC<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116  | ^             | ^ X       | ^       | ^     |
| ADAGE CAPITAL PARTNERS LP<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116      | ^             | ^ X       | ^       | ^     |
| Adage Capital Advisors, L.L.C.<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116 | ^             | ^ X       | ^       | ^     |
| Atchinson Robert<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116               | ^             | ^ X       | ^       | ^     |
| Gross Phillip<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116                  | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Robert Atchinson 03/06/2009  
\*\*Signature of Reporting Person Date

/s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson 03/06/2009  
\*\*Signature of Reporting Person Date

/s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson 03/06/2009

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|   |            |
|---|------------|
| __Signature of Reporting Person   | Date       |
| /s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson | 03/06/2009 |
| __Signature of Reporting Person   | Date       |
| /s/ Phillip Gross   | 03/06/2009 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Shares of Common Stock and Equity Swaps to which this note relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital

- (1) Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of ACP. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

- (2) On December 8, 2008, the Fund entered into an equity swap agreement with a securities broker under which, upon expiration of the six-month term of the agreement, (i) the Fund will be obligated to pay the broker \$34.839 per share for each share of Common Stock that is subject to the agreement, and (ii) the broker will be obligated to pay the Fund the volume weighted average market price of 100,000 shares of Common Stock, as of the end of the six month period.

- (3) On December 8, 2008, the Fund entered into an equity swap agreement with a securities broker under which, upon expiration of the six-month term of the agreement, (i) the Fund will be obligated to pay the broker \$45.2099 per share for each share of Common Stock that is subject to the agreement, and (ii) the broker will be obligated to pay the Fund the volume weighted average market price of 477,324 shares of Common Stock, as of the end of the six month period.

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.