

Kamal Mostafa
Form 4
March 05, 2019

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 *
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)
03/03/2019

___ Director ___ 10% Owner
 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)
 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 (Instr. 4)
				(A) or (D)	Price		
Ordinary Common Stock, \$0.01 par value	03/03/2019		M ⁽¹⁾	3,996 A	\$ 0 ⁽²⁾ 4,509	D	
Ordinary Common Stock, \$0.01 par value	03/03/2019		F ⁽³⁾	2,011 D	\$ 68.33 ⁽⁴⁾ 2,498	D	

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

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(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
Restricted Stock Units	\$ 0 ⁽²⁾	03/03/2019		M ⁽¹⁾	3,996	03/03/2019 ⁽²⁾	Common Stock	3,996

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kamal Mostafa 15950 NORTH 76TH STREET SUITE 200 SCOTTSDALE, AZ 85260			CEO, Magellan Rx Management	

Signatures

/s/ Mostafa
Kamal 03/05/2019

**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 by the vesting of the Performance Stock Units granted on March 3, 2016. The number of shares that vested were based upon the achievement of total shareholder return over a 3 year period beginning 2016 and ending with 2019.

(2) Not applicable.

(3) Represents the portion of shares withheld by the Company in order to pay taxes.

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(4) Closing price on NASDAQ on March 4, 2019.

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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