

Rubin Jonathan N
Form 4
November 20, 2017

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 *
Rubin Jonathan N

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)
55 NOD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2016

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

AVON, CT 06001

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Ordinary Common Stock, \$0.01 par value | 11/02/2016 | | M ⁽¹⁾ | | 2,420 A \$ 0 ⁽²⁾ | 26,042 | D |
| Ordinary Common Stock, \$0.01 par value | 11/02/2016 | | F ⁽³⁾ | | 831 D \$ 50.55 ⁽⁴⁾ | 25,211 | D |
| Ordinary Common | 11/02/2017 | | M ⁽¹⁾ | | 2,420 A \$ 0 ⁽²⁾ | 27,631 | D |

Stock,
\$0.01 par
value

Ordinary
Common

| | | | | | | | |
|-------------------------------|------------|------------------|-------|---|---------------------------|--------|---|
| Stock, \$0.01 par value | 11/02/2017 | F ⁽³⁾ | 1,184 | D | \$ 84.75 <u>(5)</u> | 26,447 | D |
|-------------------------------|------------|------------------|-------|---|---------------------------|--------|---|

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.

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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. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 11/02/2016 | | M ⁽¹⁾ | 2,420 | 11/02/2016 | ⁽²⁾ | Common Stock | 2,420 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 11/02/2017 | | M ⁽¹⁾ | 2,420 | 11/02/2017 | ⁽²⁾ | Common Stock | 2,420 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rubin Jonathan N 55 NOD ROAD AVON, CT 06001 | | | Chief Financial Officer | |

Signatures

/s/ Jonathan N.
Rubin

11/20/2017

 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 a one-third vesting of the Restricted Stock Unit Award granted on November 2, 2015. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.
- (2) Not applicable.
- (3) Represents the portion of shares withheld by the Company in order to pay taxes.
- (4) Closing price on NASDAQ on November 2, 2016.
- (5) Closing price on NASDAQ on November 2, 2017.

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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