

AMAG PHARMACEUTICALS INC.

Form 4

March 01, 2016

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMAS FRANK E

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)
02/26/2016

____ Director ____ 10% Owner
X Officer (give title below) Other (specify below)
President & COO

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/26/2016		F	7,417 (1) D \$ 27.01	99,529	D	
Common Stock	02/26/2016		F	1,361 (2) D \$ 27.01	98,168	D	
Common Stock	02/27/2016		F	458 (3) D \$ 27.01	97,710	D	
Common Stock	02/29/2016		F	515 (4) D \$ 26.28	97,195	D	
	03/01/2016		A	A (8) 114,195	D		

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Common Stock 17,000
(5) (6)

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
Stock Option (Right to Buy)	\$ 25.18	03/01/2016		A	40,000	(7) 03/01/2026	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THOMAS FRANK E
C/O AMAG PHARMACEUTICALS, INC.
1100 WINTER STREET
WALTHAM, MA 02451

President & COO

Signatures

Nancy R. Smith,
attorney-in-fact 03/01/2016

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) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 8,300 restricted stock units ("RSUs") on January 15, 2016, 9,230 RSUs on January 4, 2016 and 5,000 RSUs on January 4, 2016. Due to the black-out policies implemented by AMAG Pharmaceuticals, Inc. (the "Issuer"), the shares of the Issuer's Common Stock underlying such vested RSUs were

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not delivered to the reporting person until February 26, 2016, at which time an aggregate of 7,417 shares were withheld to satisfy the reporting person's applicable tax obligations.

- (2) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 4,166 RSUs on February 26, 2016. 1,361 shares were withheld to satisfy the reporting person's applicable tax obligations.
- (3) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 1,400 RSUs on February 27, 2016. 458 shares were withheld to satisfy the reporting person's applicable tax obligations.
- (4) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 1,575 RSUs on February 29, 2016. 515 shares were withheld to satisfy the reporting person's applicable tax obligations.
- (5) Each RSU represents a contingent right to receive one share of Common Stock of the Issuer.

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

- (6) Equity Incentive Plan (as amended, the "Plan") and will vest in three equal annual installments with the first installment vesting on March 1, 2017.

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.
- (8) Not applicable.

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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