

AMAG PHARMACEUTICALS INC.

Form 4

March 01, 2016

**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 \*  
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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1) or (D)	Price	
Common Stock	02/26/2016		F		7,417 (1)	\$ 27.01	99,529 D
Common Stock	02/26/2016		F		1,361 (2)	\$ 27.01	98,168 D
Common Stock	02/27/2016		F		458 (3)	\$ 27.01	97,710 D
Common Stock	02/29/2016		F		515 (4)	\$ 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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SEC 1474  
(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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