Phillips Anne M. Form 4 April 12, 2019

FORM 4

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

Number:

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Phillips Anne M.

2. Issuer Name and Ticker or Trading

AMAG PHARMACEUTICALS INC. [AMAG]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/10/2019

Symbol

X_ Director 10% Owner Other (specify Officer (give title

C/O AMAG PHARMACEUTICALS, INC., 1100

WINTER STREET

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

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

Issuer

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 2A. Deemed

3. (Month/Day/Year) Execution Date, if

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) Code

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I)

(Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount Price (D)

Common Stock

04/10/2019

564 (1) Α

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

564 (2)

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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 proof 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 12.92	04/10/2019		A	6,000	(3)	04/10/2029	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 12.92	04/10/2019		A	1,200	<u>(4)</u>	04/10/2029	Common Stock	1,200	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

Phillips Anne M.
C/O AMAG PHARMACEUTICALS, INC.
1100 WINTER STREET
WALTHAM, MA 02451

Signatures

Nancy R. Smith, attorney-in-fact 04/12/2019

**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).
- Each restricted stock unit represents a contingent right to receive one share of Common Stock of AMAG Pharmaceuticals, Inc. (the "Issuer"). These shares of Common Stock are issuable pursuant to a grant of restricted stock units pursuant to the Issuer's Fourth Amended & Restated 2007 Equity Incentive Plan, as amended (the "Plan") that will vest on May 1, 2019; however, delivery of the shares is deferred until the earlier of (a) one year from the date of grant and (b) the date of the director's separation from service to the Issuer.
- (2) Not applicable.
- (3) Grant of stock option pursuant to the Plan. This option will vest and become exercisable in twenty-four equal monthly installments over two years from the date of grant.
- (4) Grant of stock option pursuant to the Plan. This option will vest and become exercisable on May 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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