

AMAG PHARMACEUTICALS INC.

Form 4

December 22, 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 *
KELLEY BRIAN P

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)
12/20/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**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)
☒ 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 (A) or (D) Price			
Common Stock	12/20/2016		A		1,026 (1)	A	(2) 1,026	D

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

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 information contained in this form are not
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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)**

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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 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. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 35.5	12/20/2016		A		6,000		<u>(3)</u>	12/20/2026	Common Stock	6,000
Stock Option (Right to Buy)	\$ 35.5	12/20/2016		A		2,739		<u>(4)</u>	12/20/2026	Common Stock	2,739

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLEY BRIAN P C/O AMAG PHARMACEUTICALS, INC. 1100 WINTER STREET WALTHAM, MA 02451	X

Signatures

Nancy R. Smith,
attorney-in-fact 12/22/2016

**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).

- 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 Third Amended
- (1) & Restated 2007 Equity Incentive Plan, as amended (the "Plan") that will vest in five equal monthly installments commencing on January 1, 2017; 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)

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Grant of stock option pursuant to the Plan. This option will vest and become exercisable in five equal monthly installments commencing January 1, 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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