UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):
August 26, 2019

MAGELLAN HEALTH, INC.
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)
1-6639
(Commission File
Number)
58-1076937
(IRS Employer
Identification No.)

4800 N. SCOTTSDALE RD, SUITE 4400
SCOTTSDALE, ARIZONA
85251
(Address of Principal Executive Offices)
Registants telephone number, including area code: (602) 572-6050
N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of
the following provisions (see General Instruction A.2. below):
☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.01 per share</td>
<td>MGLN</td>
<td>The NASDAQ Global Market</td>
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</tbody>
</table>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405
of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying
with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) On August 26, 2019, Magellan Health, Inc. (the “Company”) entered into a Letter Agreement between the Company and Barry M. Smith (the “Agreement”). As previously reported on July 30, 2019, Mr. Smith notified the Company’s Board of Directors (the “Board”) that he intends to retire and will continue to serve as CEO and a member of the Board to ensure a smooth transition. The Agreement extends to Mr. Smith the opportunity to participate in the Company’s 2019 Incentive Compensation Plan (the “ICP”) if his employment terminates prior to the date of payment of bonuses pursuant to the ICP to other employees in the Company.

Item 8.01 Other Events

On August 26, 2019, the Board approved additional annual cash compensation for Steven Shulman, for service as Chairman of the Board, of $150,000 per year, and granted Mr. Shulman the number of restricted shares of Common Stock of the Company equal to $1,400,000 divided by the closing price of the Company’s Common Stock on NASDAQ on August 26, 2019, or 21,753 shares. In general, the shares vest one year from the date of the grant.
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MAGELLAN HEALTH, INC.

Date: August 28, 2019

By:/s/ Jonathan N. Rubin

Name: Jonathan N. Rubin
Title: Chief Financial Officer