**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. **Name and Address of Reporting Person**
   
   Kamal Mostafa

   15950 NORTH 76TH STREET
   SCOTTSDALE AZ 85260

2. **Issuer Name and Ticker or Trading Symbol**
   
   MAGELLAN HEALTH INC [ MGLN ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   03/03/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   03/03/2019

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)
   CEO, Magellan Rx Management

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Common Stock, $0.01 par value</td>
<td>03/03/2020</td>
<td>M(1)</td>
<td>4,365</td>
<td>A</td>
<td>$0.00(2)</td>
<td>7,158</td>
<td>D</td>
</tr>
<tr>
<td>Ordinary Common Stock, $0.01 par value</td>
<td>03/03/2020</td>
<td>f(3)</td>
<td>1,541</td>
<td>D</td>
<td>$56.03(4)</td>
<td>5,617</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>
| Restricted Stock Units | $0.00(2) | 03/03/2020 | M(1) | 4,365 | 03/03/2019 | Common Stock | 4,365 | $0.00(2) | 0 | D | **Signature of Reporting Person** 03/05/2020

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**Explanation of Responses:**

1. This transaction was effectuated by the vesting of the Performance Stock Units granted on March 3, 2017. The number of shares that vested was based upon the achievement of total shareholder return relative to the S&P Health Care Services Industry Index over a 3 year period beginning in 2017 and ending in 2019.
2. Not applicable.
3. Represents the portion of shares withheld by the Company in order to pay taxes.

**Remarks:**

/s/ Mostafa Kamal 03/05/2020

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

* If the form is filed by more than one reporting person, see instruction 4 (b)(v).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.