1. Name and Address of Reporting Person
   Feld Peter A
   (Last) (First) (Middle)
   777 THIRD AVENUE, 18TH FLOOR
   NEW YORK NY 10017

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

3. Date of Earliest Transaction (Month/Day/Year)
   05/01/2019

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

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

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Amount Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Indirect Beneficial Ownership (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Common Stock, $0.01</td>
<td>05/01/2019</td>
<td></td>
<td>A</td>
<td>536</td>
<td>A</td>
<td>$0</td>
<td>536</td>
<td>D</td>
<td>By Starboard Value and Opportunity Master Fund Ltd</td>
<td></td>
</tr>
<tr>
<td>Ordinary Common Stock, $0.01</td>
<td></td>
<td></td>
<td></td>
<td>1,619,353</td>
<td></td>
<td></td>
<td></td>
<td>I</td>
<td>By Starboard Value and Opportunity Master Fund Ltd</td>
<td></td>
</tr>
<tr>
<td>Ordinary Common Stock, $0.01</td>
<td></td>
<td></td>
<td></td>
<td>228,603</td>
<td></td>
<td></td>
<td></td>
<td>I</td>
<td>By Starboard Value and Opportunity Master Fund LP</td>
<td></td>
</tr>
<tr>
<td>Ordinary Common Stock, $0.01</td>
<td></td>
<td></td>
<td></td>
<td>130,301</td>
<td></td>
<td></td>
<td></td>
<td>I</td>
<td>By Starboard Value and Opportunity Master Fund LP</td>
<td></td>
</tr>
<tr>
<td>Ordinary Common Stock, $0.01</td>
<td></td>
<td></td>
<td></td>
<td>85,229</td>
<td></td>
<td></td>
<td></td>
<td>I</td>
<td>By Managed Account of Starboard Value LP</td>
<td></td>
</tr>
<tr>
<td>Ordinary Common Stock, $0.01</td>
<td></td>
<td></td>
<td></td>
<td>305,614</td>
<td></td>
<td></td>
<td></td>
<td>I</td>
<td>By Managed Account of Starboard Value LP</td>
<td></td>
</tr>
</tbody>
</table>
## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date of Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

### Explanation of Responses:

1. Pro-rated annual director restricted stock award pursuant to 2016 Management Incentive Plan. Shares shall vest fully on the date of the 2019 Annual Meeting of Shareholders.

2. Not applicable.

3. Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

4. Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

5. Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

6. Securities owned directly by Starboard Value and Opportunity Master Fund L LP ("Starboard L Master"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard L Master, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard L Master for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

7. Securities held in a certain account managed by Starboard Value LP (the "Starboard Value LP Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Starboard Value LP Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

### Signature and Date:

/s/ Peter A. Feld

05/03/2019

**Signature of Reporting Person**

**Date**

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.