

AMAG PHARMACEUTICALS INC.

Form 4

August 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holmes Scott A

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)
1100 WINTER STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2014

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
SVP, Chief Accounting Officer

WALTHAM, MA 02451

4. If Amendment, Date Original
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
Person

(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 (1) (2) (A) or (D) Price			
Common Stock	08/19/2014		A		5,000 (1) (2)	A	(3) 34,696	D
Common Stock	08/19/2014		A		15,000 (1) (4)	A	(3) 49,696	D

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holmes Scott A 1100 WINTER STREET WALTHAM, MA 02451	SVP, Chief Accounting Officer

Signatures

Nancy R. Smith - attorney-in-fact for Reporting
Person

08/21/2014

**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).

(1) Each restricted stock unit ("RSU") 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 RSUs pursuant to the Issuer's Third Amended and Restated 2007 Equity Incentive Plan (the "Plan") that vest over 30 months after the grant date as follows: (i) 50% on January 4, 2016 and (ii) 50% on January 2, 2017.

(3) Not applicable.

These shares of Common Stock are issuable pursuant to a performance-based RSU grant under the Plan and will be earned, if at all, based on achievement of certain (i) targets based upon calculated value expected to be realized with respect to certain business and corporate development transactions and (ii) stock price minimums, during the 30-month period ending January 2, 2017, measured as of January 4, 2016 (the "First Vesting Date") and January 2, 2017 (the "Second Vesting Date"). 50% of the RSU grant that is earned through the First Vesting Date shall vest as of such date, and 100% of the RSU grant that is earned through the Second Vesting Date, (less the portion previously vested) shall vest as of the Second Vesting Date, subject to continued employment of the grantee through each such date. The number above represents the maximum number of shares that may be delivered pursuant to the award.

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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