

Bolgiano Elizabeth Scott  
Form 4  
February 27, 2019

# 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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bolgiano Elizabeth Scott

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)  
02/25/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Human Resources Officer

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)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
| Common<br>Stock                       | 02/25/2019                              |   | A                        | (A)<br>or<br>(D)<br>Amount<br>(1) (2)<br>7,500                             | A (3) 63,974   | D  |   |
| Common<br>Stock                       | 02/25/2019                              |   | A                        | (A)<br>or<br>(D)<br>Amount<br>(1) (4)<br>7,500                             | A (3) 71,474   | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.51   | 02/25/2019                              |   | A                                    | 20,000   | (5) 02/25/2029   | Common<br>Stock   | 20,000                                 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Bolgiano Elizabeth Scott  
C/O AMAG PHARMACEUTICALS, INC.  
1100 WINTER STREET  
WALTHAM, MA 02451

Chief Human Resources Officer

## Signatures

/s/ Nancy R. Smith,  
attorney-in-fact

02/27/2019

\*\*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 the Issuer.

These shares of Common Stock are issuable pursuant to a grant of RSUs pursuant to the Issuer's Fourth Amended & Restated 2007

(2) Equity Incentive Plan, as amended (the "Plan") that will vest in three equal annual installments with the first installment vesting on February 25, 2020.

(3) Not applicable.

These shares of Common Stock are issuable pursuant to a performance-based RSU grant under a long-term incentive program under the Plan and will be earned, if at all, based on achievement of certain relative total stockholder return targets over the three year performance

(4) period ending February 25, 2022 subject to continuation of a business relationship with the grantee through the conclusion of the performance period. The number above represents the target number of shares that may be delivered pursuant to the award ("Target Award"); however, the amount that vests could range from zero to 150% of the Target Award.

Grant of stock option pursuant to the Plan. This option will vest and become exercisable over four years after the grant date as follows: (i)

(5) 25% on the first anniversary of the grant date and (ii) the balance vesting in equal quarterly installments over the next three years thereafter.

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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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