

MAGELLAN HEALTH SERVICES INC  
Form 8-K  
October 01, 2013

**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):

**October 1, 2013**

**MAGELLAN HEALTH SERVICES, 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.)

**55 NOD ROAD**  
**AVON, CONNECTICUT**  
(Address of Principal Executive Offices)

**06001**  
(Zip Code)

Registrant's telephone number, including area code: **(860) 507-1900**

N/A

(Former Name or Former Address, if Changed Since Last Report)

## Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form 8-K

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))
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**ITEM 8.01 Other Events**

On October 1, 2013, pursuant to the Agreement and Plan of Merger dated September 6, 2013 (the Merger Agreement ) an indirect wholly-owned subsidiary of Magellan Health Services, Inc. ( Magellan ) merged with and into Partners Rx Management LLC ( Partners Rx ) in a cash-out merger transaction (the Merger ). As a result of the Merger, Magellan became the owner of all outstanding ownership interest of Partners Rx, which will now operate as an indirect wholly-owned subsidiary of Magellan.

As consideration for the Merger, Magellan paid \$100 million in cash, subject to working capital adjustments as provided in the Merger Agreement. Pursuant to the Merger Agreement, certain principal owners of Partners Rx purchased a total of \$10 million in Magellan restricted common stock, which will generally vest over three years with 50% vesting on the second anniversary of closing of the Merger and 50% vesting on the third anniversary of such closing, conditioned on continued employment with Magellan on the applicable vesting dates.

Partners Rx is a full-service commercial pharmacy benefits management company ( PBM ) with a strong focus on health plans and self-funded employers primarily through sales through third party administrators ( TPAs ), consultants and brokers.

On October 1, 2013, Magellan issued a press release announcing the acquisition of Partners Rx. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits**

(d) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
10.1	Agreement and Plan of Merger, dated as of September 6, 2013, among Magellan Health Services, Inc., Cactus Acquisition LLC, Partners Rx Management LLC, and Holder Reppo LLC.
99.1	Registrant s press release dated October 1, 2013.

**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 SERVICES, INC.**

Date: October 1, 2013

By: /s/ Jonathan N. Rubin  
Name: Jonathan N. Rubin  
Title: Executive Vice President and Chief Financial Officer