

MAGELLAN HEALTH INC  
Form 8-K  
February 13, 2017

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):

February 13, 2017

MAGELLAN HEALTH, INC.

(Exact Name of Registrant as Specified in Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| DELAWARE  | 1-6639                      | 58-1076937                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

4800 N. SCOTTSDALE RD, SUITE 4400

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SCOTTSDALE, ARIZONA 85251  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (602) 572-6050

N/A

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

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))

Item 8.01. Other Events

On December 22, 2016, the Commonwealth of Virginia (the “Commonwealth”) announced that it selected, through a competitive procurement, Magellan Complete Care of Virginia (“MCC of VA”), a subsidiary of Magellan Health, Inc. (“Magellan”), to participate statewide in the Commonwealth Coordinated Care Plus (“CCC Plus”) program. On February 13, 2017, Magellan announced that MCC of VA has entered into a contract with the Commonwealth to participate in the CCC Plus program. MCC of VA is one of six companies to contract with the Commonwealth for the CCC Plus program. The CCC Plus program is the Commonwealth’s initiative around Managed Long Term Services and Supports (“MLTSS”), and will serve approximately 214,000 individuals with complex care needs through an integrated care model. The CCC Plus program will phase in MLTSS members by region from August through December 2017. The Aged, Blind, and Disabled individuals currently enrolled in the Medallion 3.0 program will transition to the CCC Plus program on January 1, 2018. Expenditures under the current program are approximately \$3.5 billion. The Commonwealth is in the process of determining the allocation of members among the six companies, and there can be no assurance that the business will be allocated equally between the six companies.

On February 13, 2017, Magellan issued a press release announcing the execution of the contract. 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

(a) Financial Statements of business acquired: Not applicable.

(b) Pro forma financial information: Not applicable.

(d) Exhibits:

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Registrant’s press release dated February 13, 2017. |

Cautionary Statement

This 8-K contains forward-looking statements within the meaning of the Securities Exchange Act of 1934 and the Securities Act of 1933, as amended, which involve a number of risks and uncertainties. All statements, other than statements of historical information provided herein, may be deemed to be forward-looking statements including, without limitation, statements regarding the expected start date and membership from the CCC Plus program. These statements are based on management's analysis, judgment, belief and expectation only as of the date hereof, and are subject to uncertainty and changes in circumstances. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "may," "should," "could," "estimate," "intend" and other similar expressions are intended to identify forward-looking statements. Actual results could differ materially due to, among other things, the possible election of certain of the company's customers to manage the healthcare services of their members directly; changes in rates paid to and/or by the company by customers and/or providers; higher utilization of health care services by the company's risk members; delays, higher costs or inability to implement new business or other company initiatives; the impact of changes in the contracting model for Medicaid contracts; termination or non-renewal of customer contracts; the impact of new or amended laws or regulations; governmental inquiries; litigation; competition; operational issues; health care reform; and general business conditions. Additional factors that could cause actual results to differ materially from those reflected in the forward-looking statements include, but are not limited to, the risks discussed in the "Risk Factors" section included within the company's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission on February 29, 2016, and the company's subsequent Quarterly Reports on Form 10-Q filed during 2016. Readers are cautioned not to place undue reliance on these forward-looking statements.

The company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date of this Current Report on Form 8-K.

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, INC.

Date: February 13, 2017 By: /s/ Jonathan N. Rubin  
Name: Jonathan N. Rubin  
Title: Executive Vice President and  
Chief Financial Officer