

AMAG PHARMACEUTICALS INC.

Form 4

January 09, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ADAGE CAPITAL PARTNERS GP LLC

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)
200 CLARENDON STREET, 52ND FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	(A) or (D)	Price		
Common Stock, par value \$.01 per share ("Common Stock")	01/07/2015		S		1,090,000	D	\$ 46.6 2,706,592	I	See Footnote (1)
Common Stock	01/08/2015		S		52,338	D	\$ 46.11 2,654,254	I	See Footnote (1)
Common Stock	01/08/2015		S		55,000	D	\$ 45.9 2,599,254	I	See Footnote

									(1)
Common Stock	01/08/2015	S	10,000	D	\$ 46.25	2,589,254	I		See Footnote (1)
Common Stock	01/08/2015	S	25,169	D	\$ 46	2,564,085	I		See Footnote (1)
Common Stock	01/09/2015	S	17,493	D	\$ 43.48	2,546,592	I		See Footnote (1)

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

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SEC 1474 (9-02)

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 Repo 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
ADAGE CAPITAL PARTNERS GP LLC 200 CLARENDON STREET, 52ND FLOOR BOSTON, MA 02116		X		
Adage Capital Partners, L.P. 200 CLARENDON STREET, 52ND FLOOR BOSTON, MA 02116		X		
		X		

Adage Capital Advisors, L.L.C.
200 CLARENDON STREET
52ND FLOOR
BOSTON, MA 02116

Atchinson Robert
200 CLARENDON STREET
52ND FLOOR
BOSTON, MA 02116

X

Gross Phillip
200 CLARENDON STREET
52ND FLOOR
BOSTON, MA 02116

X

Signatures

/s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson

01/09/2015

__Signature of Reporting Person

Date

/s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson

01/09/2015

__Signature of Reporting Person

Date

s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson

01/09/2015

__Signature of Reporting Person

Date

/s/ Robert Atchinson

01/09/2015

__Signature of Reporting Person

Date

/s/ Phillip Gross

01/09/2015

__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) Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"), and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of the Fund. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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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