

MAGELLAN HEALTH SERVICES INC
Form 8-A12G/A
January 08, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Magellan Health Services, Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(State of Incorporation or Organization)

58-1076937
(I.R.S. Employer Identification no.)

6950 Columbia Gateway Drive Suite 400
Columbia, Maryland
(Address of Principal Executive Offices)

21046
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box. [x]

Securities Act registration statement file number to which this form relates:
N/A

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered:

Name of Each Exchange on Which
Each Class is to be Registered:

None

None

Securities to be registered pursuant to Section 12(g) of the Act:

Warrants to Purchase Ordinary Common Stock
(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED
CORRECTION TO THE EXERCISE PRICE OF THE WARRANTS

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On January 7, 2004, Magellan Health Services, Inc. ("Magellan" or the "Company") amended the terms of certain of its warrants to correct their exercise price to be \$30.46.

The Company and Wachovia Bank, National Association, as Warrant Agent (the "Warrant Agent"), entered into a Warrant Agreement, dated as of January 5, 2004 (the "Warrant Agreement"), substantially in the form of exhibit 2.5 to the Current Report on Form 8 K of the Company dated January 6, 2004, to create and provide for the issuance by the Company of 570,826 warrants (the "Warrants") to purchase shares of Ordinary Common Stock, par value \$ 0.01 per share, of the Company (the "Common Stock"). This issuance of the Warrants was required by the Third Amended Joint Plan of Reorganization of the Company and certain of its subsidiaries (the "Chapter 11 Plan"), as confirmed by order of the U.S. Bankruptcy Court for the Southern District of New York filed by the court on October 8, 2003 (the "Confirmation Order").

However, in connection with the consummation of the Chapter 11 Plan and the preparation of the definitive form of the Warrant Agreement as executed, a clerical error was made in calculating the per share purchase price of a share of Common Stock pursuant to the Warrants that is to be applicable in accordance with the Chapter 11 Plan. Specifically, in Section 1 of the Warrant Agreement, in the definition of the "Exercise Price" of a Warrant, the amount of \$30.20 appeared which did not accord with the requirements of the Chapter 11 Plan and the Confirmation Order with respect to the exercise price of the Warrants. To remedy such error, and in accordance with Section 14.4(b) of the Warrant Agreement which governs amendments thereto to cure manifest errors, the Company and the Warrant Agent entered into Amendment No. 1 to the Warrant Agreement, dated as of January 7, 2004, to amend the definition of the "Exercise Price" of a warrant to be the correct amount of \$30.46. No other terms of the Warrants were amended. In addition, and only in order to avoid confusion regarding the terms of the Warrant Agreement, the amended Warrant Agreement was also restated as an Amended and Restated Warrant Agreement on January 7, 2004.

ITEM 2. EXHIBITS

Exhibit

| No. | Description |
|-----|-------------|
|-----|-------------|

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|---|--|
| 1 | Amendment No. 1, dated as of January 7, 2004, to the Warrant Agreement dated as of January 5, 2004 between Magellan Health Services, Inc. and Wachovia Bank, National Association, as Warrant Agent, which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 5, 2004 and is incorporated herein by reference |
|---|--|

2

Exhibit

| No. | Description |
|-----|-------------|
|-----|-------------|

| | |
|---|--|
| 2 | Amended and Restated Warrant Agreement, dated as of January 5, 2004, between Magellan Health Services, Inc. and Wachovia Bank, National Association, as Warrant Agent, which was filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated January 5, 2004 and is incorporated herein by reference |
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 7, 2004

Magellan Health Services, Inc.

By: /s/ Mark S. Demilio

Mark S. Demilio
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

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