

Grund Nicholas  
Form 4  
March 06, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Grund Nicholas

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)  
03/02/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Commercial 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 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 (1) (2) (A) or (D) Price		
Common Stock	03/02/2018		A		10,000 (1) (2)	A (3)	58,517 D
Common Stock	03/02/2018		A		12,000 (1) (4)	A (3)	70,517 D
Common Stock	03/02/2018		F		4,193 (5)	D \$ 21	66,324 D

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

**Persons who respond to the collection of  
information contained in this form are not**

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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21	03/02/2018		A	24,000	(6) 03/02/2028	Common Stock	24,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Grund Nicholas  
C/O AMAG PHARMACEUTICALS, INC.  
1100 WINTER STREET  
WALTHAM, MA 02451

Chief Commercial Officer

## Signatures

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

03/06/2018

\_\_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 AMAG Pharmaceuticals, Inc. (the "Issuer").

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

(2) Equity Incentive Plan (as amended the "Plan") and will vest in three equal annual installments with the first installment vesting on March 2, 2019.

(3) Not applicable.

(4) 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 period ending March 1, 2021 subject to continuation of a business relationship with the grantee through the conclusion of the performance

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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.

Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 10,666 RSUs on January 4, 2018 and 3,333 RSUs on February 23, 2018. Due to the black-out policies implemented by the Issuer, the shares of the Issuer's Common Stock underlying such vested RSUs were not delivered to the reporting person until March 2, 2018, at which time an aggregate of 4,193 shares were withheld to satisfy the reporting person's applicable tax obligations.

- (5)
- 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) 25% on the first anniversary of the grant date and (ii) the balance vesting in equal quarterly installments over the next three years thereafter.
- (6)

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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