

AMAG PHARMACEUTICALS INC.

Form SC 13G/A

February 09, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A
Under the
Securities Act of
1934
(Amendment No.
5)*

AMAG
Pharmaceuticals,
Inc.
(Name of Issuer)

Common Stock,
par value \$0.01
per share
(Title of Class of
Securities)

00163U106
(CUSIP Number)

December 31,
2016
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is
filed:

☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

(Page 1 of 11
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS
2	Adage Capital Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	293,200 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	293,200 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	293,200 " "

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

0.86%
TYPE OF
REPORTING
PERSON

12

PN

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1	NAMES OF REPORTING PERSONS
2	Adage Capital Partners GP, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	293,200 SOLE DISPOSITIVE POWER
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PERCENT OF
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AMOUNT IN ROW
(9)

11

0.86%
TYPE OF
REPORTING
PERSON

12

OO

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1	NAMES OF REPORTING PERSONS
2	Adage Capital Advisors, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 293,200 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	293,200 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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AMOUNT IN ROW
(9)

11

0.86%
TYPE OF
REPORTING
PERSON

12

OO

CUSIP No. 00163U106 13G/A Page 5 of 11 Pages

1	NAMES OF REPORTING PERSONS
2	Robert Atchinson CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	United States SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	293,200 SOLE DISPOSITIVE POWER
7	0 SHARED DISPOSITIVE POWER
8	293,200 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	293,200 CHECK BOX " " IF THE
10	293,200 CHECK BOX " " IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES**
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.86%
TYPE OF
REPORTING
PERSON

IN

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1	NAMES OF REPORTING PERSONS
2	Phillip Gross CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	United States SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	293,200 SOLE DISPOSITIVE POWER
7	0 SHARED DISPOSITIVE POWER
8	293,200 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	293,200 CHECK BOX " " IF THE
10	293,200 CHECK BOX " " IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.86%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER:

The name of the issuer is AMAG Pharmaceuticals, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 1100 Winter St., Waltham, Massachusetts 02451.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Adage Capital Partners, L.P., a Delaware limited partnership ("ACP") with respect to the shares of Common Stock directly owned by it;
- (ii) Adage Capital Partners GP, L.L.C., a limited liability company organized under the laws of the State of Delaware ("ACPGP"), as general partner of ACP with respect to the shares of Common Stock directly owned by ACP;

Adage Capital Advisors, L.L.C., a limited liability company organized under the laws of the State of Delaware (iii) ("ACA"), as managing member of ACPGP, general partner of ACP, with respect to the shares of Common Stock directly owned by ACP;
- (iv) Robert Atchinson ("Mr. Atchinson"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Common Stock directly owned by ACP; and
- (v) Phillip Gross ("Mr. Gross"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Common Stock directly owned by ACP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 200 Clarendon Street, 52nd floor, Boston, Massachusetts 02116.

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Item 2(c). CITIZENSHIP:

ACP is a limited partnership organized under the laws of the State of Delaware. ACPGP and ACA are limited liability companies organized under the laws of the State of Delaware. Messrs. Gross and Atchinson are citizens of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

00163U106

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act,
- (b) "Bank as defined in Section 3(a)(6) of the Act,
- (c) "Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) "Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) "Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) "Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) "Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) "Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) "Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please
specify the type of institution: Not applicable.

Item 4. OWNERSHIP.

A. Adage Capital Partners, L.P., Adage Capital Partners GP, L.L.C. and Adage Capital Advisors, L.L.C.

- (a) Amount beneficially owned: As of the date of the event which requires filing of this statement, 293,200
Percent of class: As of the date of the event which requires filing of this statement, 0.86%. The percentages used herein and in the rest of Item this Schedule 13G/A are calculated based upon 34,209,743 shares of
- (b) Common Stock outstanding as of October 31, 2016, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed with the Securities and Exchange Commission on November 4, 2016.
- (c)(i) Sole power to vote or direct the vote: As of the date of the event which requires filing of this statement, 0
(ii) Shared power to vote or direct the vote: As of the date of the event which requires filing of this statement, 293,200
(iii) Sole power to dispose or direct the disposition: As of the date of the event which requires filing of this statement, 0
(iv) Shared power to dispose or direct the disposition of: As of the date of the event which requires filing of this statement, 293,200

ACP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which power may be exercised by its general partner, ACPGP. ACA, as managing member of ACPGP, directs ACPGP's operations. Neither ACPGP nor ACA directly own any shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934 (the "Act"), ACPGP and ACA may be deemed to beneficially own the shares owned by ACP.

B. Robert Atchinson and Phillip Gross

- (a) Amount beneficially owned: As of the date of the event which requires filing of this statement, 293,200
(b) Percent of class: As of the date of the event which requires filing of this statement, 0.86%
- (c)(i) Sole power to vote or direct the vote: As of the date of the event which requires filing of this statement, 0
(ii) Shared power to vote or direct the vote: As of the date of the event which requires filing of this statement, 293,200
(iii) Sole power to dispose or direct the disposition: As of the date of the event which requires filing of this statement, 0
(iv) Shared power to dispose or direct the disposition: As of the date of the event which requires filing of this statement, 293,200

Messrs. Atchinson and Gross, as managing members of ACA, have shared power to vote the Common Stock beneficially owned by ACP. Neither Mr. Atchinson nor Mr. Gross directly own any shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares beneficially owned by ACP.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ☐

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting
Persons hereby
makes the following
certification:

By signing below
each Reporting
Person certifies that,
to the best of its
knowledge and
belief, the securities
referred to above
were not acquired
and are not held for
the purpose of or with
the effect of changing
or influencing the
control of the issuer

of the securities and
were not acquired
and are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 9, 2017

ADAGE CAPITAL
PARTNERS, L.P.

By: Adage Capital
Partners GP, L.L.C.,
its general partner

By: Adage Capital
Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson
Name: Robert
Atchinson
Title: Managing
Member

ADAGE CAPITAL
PARTNERS GP,
L.L.C.

By: Adage Capital
Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson
Name: Robert
Atchinson
Title: Managing
Member

ADAGE CAPITAL
ADVISORS, L.L.C.

/s/ Robert Atchinson
Name: Robert
Atchinson
Title: Managing
Member

ROBERT
ATCHINSON

/s/ Robert Atchinson
ROBERT
ATCHINSON,
individually

PHILLIP GROSS

/s/ Phillip Gross
PHILLIP GROSS,
individually