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MAGELLAN HEALTH SERVICES INC
Form 8-K
December 17, 2004

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):
DECEMBER 14, 2004

MAGELLAN HEALTH SERVICES, INC.
(Exact Name of Registrant as Specified in Charter)

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

| | |
|---|---------------------|
| 16 MUNSON ROAD FARMINGTON, CONNECTICUT (Address of Principal Executive Offices) | 06032 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (860) 507-1900

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 5.02. DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On December 14, 2004, Mark L. Hilson, a Director, tendered his resignation, effective December 17, 2004 in order to permit the Board to add a member with extensive health care industry background. The Board of Directors accepted Mr. Hilson's resignation and, upon the recommendation of all of the Company's

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independent directors and all of the Company's remaining Class 1 Directors and Class 2 Directors, the Board of Directors elected Barry M. Smith as a new Director, effective December 17, 2004. Mr. Smith will serve as a Class 1 Director, a class of Directors whose term expires at the Company's 2006 annual meeting of stockholders. There was no arrangement or understanding between Mr. Smith and any other persons pursuant to which Mr. Smith was selected as a director and there are no related party transactions between Mr. Smith and the Company. A copy of the Company's press release announcing the election of Mr. Smith is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99.1 Press release of Magellan Health Services, Inc., dated December 17, 2004

2

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 SERVICES, INC.

By: /s/ Mark S. Demilio

Name: Mark S. Demilio
Title: Executive Vice President and
Chief Financial Officer

Dated: December 17, 2004

3

EXHIBIT INDEX

EXHIBIT NO.

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99.1 Press release of Magellan Health Services, Inc. dated December
17, 2004