
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **April 10, 2019**



AMAG PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-10865

(Commission File
Number)

04-2742593

(IRS Employer Identification
No.)

1100 Winter St.

Waltham, Massachusetts

(Address of principal executive
offices)

02451

(Zip Code)

(617) 498-3300

(Registrant's telephone number, including area code)

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departures of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 10, 2019, the Board of Directors (the “Board”) of AMAG Pharmaceuticals, Inc. (the “Company”) elected Kathrine O’Brien and Anne M. Phillips, M.D., FRCPC to its Board, effective immediately, to serve as independent directors.

At the time of this disclosure, Ms. O’Brien and Dr. Phillips were not named to any committees of the Board and no committee assignments are contemplated at this time. There are no family relationships between either of Ms. O’Brien and Dr. Phillips and any director or executive officer of the Company, and neither has a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with their appointment as a non-employee director and pursuant to the Company’s Non-Employee Director Compensation Policy, which is filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, Ms. O’Brien and Dr. Phillips were each granted non-qualified stock options to purchase 6,000 shares of the Company’s common stock under the terms and conditions of the Company’s Fourth Amended and Restated 2007 Equity Incentive Plan (the “2007 Plan”), at an exercise price equal to the per share fair market value of the Company’s common stock on the date of grant. The foregoing stock options have a ten-year term and will vest in equal monthly installments over a two-year period, for so long as Ms. O’Brien and Dr. Phillips continue to serve as directors of the Company.

In addition, Ms. O’Brien and Dr. Phillips were each granted non-qualified stock options under the Company’s 2007 Plan to purchase 1,200 shares of the Company’s common stock at an exercise price equal to the per share fair market value of the Company’s common stock on the date of grant, reflecting the pro-rated portion of the directors’ annual stock option grants. The foregoing stock options have a ten-year term and will each vest on May 1, 2019. Further, Ms. O’Brien and Dr. Phillips were each granted restricted stock units under the Company’s 2007 Plan covering 564 shares of the Company’s common stock, reflecting the pro-rated portion of the directors’ annual restricted stock unit grants. These restricted stock unit awards will each vest on May 1, 2019, provided that delivery of any vested shares of common stock underlying the foregoing restricted stock units shall be deferred until the earlier of (i) the first anniversary of the date of grant and (ii) as soon as practicable (but not later than 90 days) following the date of termination of service, provided that such termination constitutes a “separation from service” as such term is defined in Treasury Regulation Section 1.409A-1(h). The grants made to Ms. O’Brien and Dr. Phillips described in this paragraph were made in accordance with the Company’s Non-Employee Director Compensation Policy.

Ms. O’Brien and Dr. Phillips will be entitled to all other applicable compensation described in the Company’s Non-Employee Director Compensation Policy as described starting on page 21 of the Proxy Statement for the Company’s 2018 annual meeting of stockholders. The Company has entered into an indemnification agreement with each of Ms. O’Brien and Dr. Phillips in substantially the same form entered into with the other members of the Company’s Board.

Item 7.01. Regulation FD.

A copy of the Company’s press release relating to this announcement is being furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The Company hereby furnishes the following exhibit:

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | <u>Press release issued by AMAG Pharmaceuticals, Inc. on April 12, 2019.</u> |



FOR IMMEDIATE RELEASE

AMAG PHARMACEUTICALS APPOINTS NEW MEMBERS TO BOARD OF DIRECTORS

WALTHAM, Mass. April 12, 2019 – AMAG Pharmaceuticals, Inc. (NASDAQ:AMAG) today announced the election of two new members to its Board of Directors— Anne Phillips, M.D., senior vice president, clinical development, medical and regulatory affairs for Novo Nordisk, Inc. and Kathrine O'Brien, former vice president and general manager, skin and marketing services for Unilever PLC. In addition, after serving on AMAG's board for nearly 10 years, Lesley Russell, M.D. will not be a nominee for election at the Company's 2019 annual meeting of stockholders.

"We are pleased to welcome Dr. Phillips and Ms. O'Brien to AMAG's board," said Gino Santini, chairman of the board of AMAG. "As AMAG continues to invest and focus on the development and commercialization of novel pharmaceutical products that address unmet medical needs, the deep experience and expertise that Dr. Phillips and Ms. O'Brien each bring will be invaluable to AMAG. On behalf of the board, we also want to thank Dr. Russell for her valuable perspective and support as the company transforms its focus on more development stage opportunities."

Dr. Phillips' extensive clinical development background and Ms. O'Brien's broad direct-to-consumer digital marketing experience will help to support and guide AMAG's growing pipeline and its commercialized women's health products.

Dr. Phillips brings more than 25 years of drug development, clinical operations, medical and regulatory experience to the AMAG board. In her current role at Novo Nordisk, Dr. Phillips is responsible for the clinical development of the Novo Nordisk portfolio of compounds, including product lifecycle initiatives. She is also a director on the board of Trevana, Inc. (NASDAQ:TRVN). Dr. Phillips is a Fellow of The Royal College of Physicians and Surgeons of Canada, and earned a medical degree from the University of Toronto and received a Bachelor of Sciences from the University of Western Ontario.

Ms. O'Brien is an experienced consumer marketing executive with a focus on women's personal care products. She joins the board with a deep understanding and knowledge of consumer and digital engagement. In her most recent role at Unilever, Ms. O'Brien initiated, implemented and led direct-to-consumer digital marketing strategies for the skin care business. She is also a director on the board of Tabala Rasa Healthcare, Inc. (NASDAQ:TRHC). Ms. O'Brien holds a Bachelor of Arts in economics from Boston College and a Master of Business Administration from Columbia University.

About AMAG

AMAG is a pharmaceutical company focused on bringing innovative products to patients with unmet medical needs. The company does this by leveraging its development and commercial expertise to invest in and grow its pharmaceutical products across a range of therapeutic areas, including women's health. For additional company information, please visit www.amagpharma.com.

Forward-Looking Statements

This press release contains forward-looking information about AMAG Pharmaceuticals, Inc. within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Any statements contained herein which do not describe historical facts, including, among others, Dr. Phillips' and Ms. O'Brien's expected

contributions to AMAG's board and AMAG's beliefs that Dr. Phillips' and Ms. O'Brien's experience will help to support and guide AMAG's growing pipeline and its commercialized women's health products are forward-looking statements which involve risks and uncertainties that could cause actual results to differ materially from those discussed in such forward-looking statements. Such risks and uncertainties include, among others, those risks identified in AMAG's filings with the U.S. Securities and Exchange Commission (the SEC), including its Annual Report on Form 10-K for the year ended December 31, 2018, and subsequent filings with the SEC, which are available at the SEC's website at www.sec.gov. Any such risks and uncertainties could materially and adversely affect AMAG's results of operations, its profitability and its cash flows, which would, in turn, have a significant and adverse impact on AMAG's stock price. AMAG cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made.

AMAG disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

AMAG Pharmaceuticals® is a registered trademark of AMAG Pharmaceuticals, Inc.

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