

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Casciano Anthony</u>  (Last) (First) (Middle) C/O AMAG PHARMACEUTICALS, INC., 1100 WINTER STREET  (Street) WALTHAM MA 02451  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMAG PHARMACEUTICALS, INC. [ AMAG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
Common Stock	11/16/2020		D <sup>(1)</sup>		76,349 <sup>(2)(3)(4)</sup>	D	(1)(2)(3)(4)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	(5)	11/16/2020		D			20,000	(5)	(5)	Common Stock	20,000	(5)	0	D	
Stock Option (Right to Buy)	(5)	11/16/2020		D			8,000	(5)	(5)	Common Stock	8,000	(5)	0	D	
Stock Option (Right to Buy)	(5)	11/16/2020		D			18,000	(5)	(5)	Common Stock	18,000	(5)	0	D	
Stock Option (Right to Buy)	(5)	11/16/2020		D			8,000	(5)	(5)	Common Stock	8,000	(5)	0	D	
Stock Option (Right to Buy)	(5)	11/16/2020		D			16,156	(5)	(5)	Common Stock	16,156	(5)	0	D	
Stock Option (Right to Buy)	(5)	11/16/2020		D			25,000	(5)	(5)	Common Stock	25,000	(5)	0	D	
Stock Option (Right to Buy)	(5)	11/16/2020		D			40,000	(5)	(5)	Common Stock	40,000	(5)	0	D	

Explanation of Responses:

- This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 1, 2020, by and among the Issuer, Covis Group S.a.r.l. ("Parent"), and Covis Mergerco Inc., a direct wholly owned subsidiary of Parent ("Merger Sub"), and (in respect of specific matters) Covis Finco S.a.r.l., pursuant to which Merger Sub merged with and into the Issuer (the "Merger") effective as of November 16, 2020 (the "Effective Time"). Immediately prior to the Effective Time, each issued and outstanding share of common stock of the Issuer (each, a "Share") was cancelled and converted into the right to receive \$13.75 in cash (the "Merger Consideration") without interest and subject to applicable withholding taxes.
- A portion of this amount consists of unvested restricted stock units ("RSUs"). Each Company RSU that is outstanding immediately prior to the Effective Time, whether vested or unvested, was cancelled and automatically converted into the right to receive for each Share underlying such RSU, without interest and subject to deduction for any required withholding taxes, an amount in cash from Parent or the Issuer equal to the Merger Consideration.
- A portion of this amount consists of unvested performance-based restricted stock units ("PRsUs") at the target amount that could have been delivered pursuant to the award. Each Company PRSU that is outstanding immediately prior to the Effective Time, whether vested or unvested, was cancelled and automatically converted into the right to receive for each Share underlying such PRSU that would vest at the higher of (i) 100% target performance level, multiplied by a fraction, the numerator of which shall be the number of calendar days from the first day of the Company PRSU's performance measurement period to the Expiration Date and the denominator of which shall be the number of days in the Company PRSU's performance measurement period, or
- (ii) the actual level of achievement of performance goals, calculated from the first day of the Company PRSU's performance measurement period through the end of the calendar month immediately preceding the Expiration Date, without interest and subject to deduction for any required withholding taxes, an amount in cash from Parent or the Issuer equal to the Merger Consideration.
- Immediately prior to the Effective Time, each Company option that was outstanding (whether vested or unvested) and then exercisable for a per share exercise price less than the Merger Consideration that would be payable in respect of the Shares underlying such Company option (any such Company option, an "In-the-Money Cash Out Option") was cancelled and automatically converted into the right to receive for each Share underlying such Company option, without interest and subject to deduction for any required withholding under applicable tax law, an amount in cash from Parent or the Issuer equal to the excess

of the Merger Consideration over the per share exercise price of such Company option. All Company options that were not In-the-Money Cash Out Options were cancelled at the Effective Time without payment of any consideration.

/s/ Carolyn Rucci, attorney-in-  
fact 11/17/2020

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**