

ADAGE CAPITAL PARTNERS LP

Form 3

March 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â ADAGE CAPITAL
PARTNERS GP LLC

(Last) (First) (Middle)

200 CLARENDON
STREET,Â 52ND FLOOR

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/03/2009

3. Issuer Name **and** Ticker or Trading Symbol

AMAG PHARMACEUTICALS INC. [AMAG]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$.01 per share
("Common Stock")

1,914,123

I See FN ⁽¹⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Equity Swap (obligation to buy) ⁽²⁾	12/08/2008	06/09/2009	Common Stock	100,000	\$ 34.839	I	See FNs ⁽¹⁾ ⁽²⁾
Equity Swap (obligation to buy) ⁽³⁾	12/08/2008	06/09/2009	Common Stock	477,324	\$ 45.2099	I	See FNs ⁽¹⁾ ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAGE CAPITAL PARTNERS GP LLC 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
ADAGE CAPITAL PARTNERS LP 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
Adage Capital Advisors, L.L.C. 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
Atchinson Robert 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
Gross Phillip 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116	Â	Â X	Â	Â

Signatures

/s/ Robert Atchinson

03/06/2009

**Signature of Reporting Person

Date

/s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson

03/06/2009

**Signature of Reporting Person

Date

/s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson

03/06/2009

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__Signature of Reporting Person

Date

/s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson

03/06/2009

__Signature of Reporting Person

Date

/s/ Phillip Gross

03/06/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Shares of Common Stock and Equity Swaps to which this note relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital

(1) Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of ACP. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) On December 8, 2008, the Fund entered into an equity swap agreement with a securities broker under which, upon expiration of the six-month term of the agreement, (i) the Fund will be obligated to pay the broker \$34.839 per share for each share of Common Stock that is subject to the agreement, and (ii) the broker will be obligated to pay the Fund the volume weighted average market price of 100,000 shares of Common Stock, as of the end of the six month period.

(3) On December 8, 2008, the Fund entered into an equity swap agreement with a securities broker under which, upon expiration of the six-month term of the agreement, (i) the Fund will be obligated to pay the broker \$45.2099 per share for each share of Common Stock that is subject to the agreement, and (ii) the broker will be obligated to pay the Fund the volume weighted average market price of 477,324 shares of Common Stock, as of the end of the six month period.

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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