

MAGELLAN HEALTH SERVICES INC

Form S-3

November 05, 2004

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As filed with the Securities and Exchange Commission on November 5, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MAGELLAN HEALTH SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation or Organization)

58-1076937

(I.R.S. Employer
Identification No.)

**16 Munson Road
Farmington, Connecticut 06032
(860) 507-1900**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**MARK S. DEMILIO
EXECUTIVE VICE PRESIDENT
MAGELLAN HEALTH SERVICES, INC.
16 MUNSON ROAD
FARMINGTON, CONNECTICUT 06032
(860) 507-1900**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**Robert L. Messineo, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Ordinary Common Stock, par value \$0.01 per share	8,570,604	\$36.705	\$314,584,020	\$39,858

(1) In accordance with Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminable number of additional shares of Ordinary Common Stock as may become issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c), equals the average of the high and low sales prices of our Ordinary Common Stock on the Nasdaq Stock Market on November 2, 2004.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED NOVEMBER 5, 2004

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

8,570,604 Shares
MAGELLAN HEALTH SERVICES, INC.
Ordinary Common Stock

All of the shares of Ordinary Common Stock offered by this prospectus relate to the sale from time to time by (i) Magellan Holdings, L.P. ("*Magellan Holdings*"), which owns 8,487,750 shares of our Multiple and Variable Vote Restricted Convertible Common Stock ("*Multi-Vote Common Stock*") that is convertible into an aggregate of 8,487,750 shares of our Ordinary Common Stock and (ii) Morgan Noble LLC ("*Morgan Noble*" and, together with Magellan Holdings, the "*selling stockholders*"), which owns 82,854 shares of our Ordinary Common Stock. We will not receive any of the proceeds from the sale of these shares. The prices at which the selling stockholders may sell the shares will be determined by the prevailing market price for the shares at the time of sale or through negotiated transactions with third parties.

The registration statement of which this prospectus is a part permits the selling stockholders to sell the shares from time to time in the public market. The selling stockholders may sell the common stock through ordinary broker transactions, directly to market makers of our shares, directly to third parties, through underwriters in public offerings, or through other means described in the section entitled "Plan of Distribution" beginning on page 12.

Our Ordinary Common Stock became listed on the Nasdaq Stock Market under the ticker symbol "MGLN" on January 6, 2004. The last reported sale price for our Ordinary Common Stock on November 4, 2004, was \$37.00 per share.

Investing in our Ordinary Common Stock involves risks. See the section entitled "Risk Factors" beginning on page 3.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Prospectus dated November , 2004.

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You should only rely on the information incorporated by reference or provided in this prospectus or any supplement. We have not authorized anyone else to provide you with different information. The Ordinary Common Stock is not being offered in any state where the offer is not permitted. You should not assume that the information in this prospectus or any supplement is accurate as of any date other than the date on the front of such document.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the registration statement of which it forms a part and the documents incorporated by reference into these documents contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. We use words such as "anticipates," "believes," "plans," "expects," "future," "intends," "will," "foresee" and similar expressions to identify these forward-looking statements. In addition, from time to time we or our representatives have made or may make forward-looking statements orally or in writing. Furthermore, such forward-looking statements may be included in various filings that we make with the SEC, or press releases or oral statements made by or with the approval of one of our authorized executive officers. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions, that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, those discussed in the section entitled "Risk Factors" beginning on page 3 of this prospectus. Readers are cautioned not to place undue reliance on any forward-looking statements contained herein, which reflect management's opinions only as of the date hereof. Except as required by law, Magellan undertakes no obligation to revise or publicly release the results of any revision to any forward-looking statements. You are advised, however, to consult any additional disclosures we make in our reports to the SEC on Forms 10-K, 10-Q and 8-K. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this prospectus.

MAGELLAN HEALTH SERVICES, INC.

Our Business

Magellan, directly and through its subsidiaries, coordinates and manages the delivery of behavioral healthcare treatment services that are provided through our contracted network of third-party treatment providers, which includes psychiatrists, psychologists, other behavioral health professionals, psychiatric hospitals, residential treatment centers and other treatment facilities. The treatment services provided through our provider network include outpatient programs (such as counseling or therapy), intermediate care programs (such as intensive outpatient programs and partial hospitalization services), inpatient treatment and crisis intervention services. However, we generally do not directly provide, or own any provider of, treatment services. Magellan provides its management services primarily through: (i) risk-based products, where the Company assumes all or a portion of the responsibility for the cost of providing treatment services in exchange for a fixed per member per month fee, (ii) administrative services only products, where the Company provides services such as utilization review, claims administration and/or provider network management but does not assume responsibility for the cost of the treatment services, (iii) employee assistance programs and (iv) products that combine features of some or all of the Company's risk-based, administrative services only or employee assistance products. At September 30, 2004, the Company managed the behavioral healthcare benefits of approximately 58.4 million individuals. Within the managed behavioral healthcare business, we operate in the following four segments, based on the services we provide and/or the customers that we serve: (i) Magellan Health Plan Solutions; (ii) Magellan Employer Solutions; (iii) Magellan Public Sector Solutions and (iv) Corporate and Other.

Recent Developments and this Offering

On January 5, 2004 (the "*Effective Date*"), we and 88 of our subsidiaries consummated our Third Joint Amended Plan of Reorganization under chapter 11 of title 11 of the United States Bankruptcy Code (the "*Plan of Reorganization*"), which had been confirmed by order of the United States Bankruptcy Court for the Southern District of New York. Accordingly, the Plan of Reorganization became fully effective and the companies emerged from the protection of their chapter 11 proceedings. We and these subsidiaries had filed voluntary petitions for relief under the Bankruptcy Code in the Bankruptcy Court on March 11, 2003.

On the Effective Date, all outstanding shares of our common stock and preferred stock were cancelled, three new classes of capital stock were authorized and our certificate of incorporation and bylaws were amended and restated. Specifically, 100 million shares of Ordinary Common Stock and 40 million shares of our Multi-Vote Common Stock, were authorized, as were 10 million shares of Preferred Stock that are issuable at the discretion of the Board of Directors in the manner provided by law. Shares of the Multi-Vote Common Stock may only be issued to, and held by, Onex Corporation, a Canadian diversified investment company, or its affiliates (collectively, "*Onex*").

Upon transfer of any shares of Multi-Vote Common Stock to any party other than Onex, the shares of Multi-Vote Common Stock will automatically convert on a share-for-share basis into shares of Ordinary Common Stock. In addition, any shares of Ordinary Common Stock that Onex may come to beneficially own at any time when the Multi-Vote Common Stock is outstanding will automatically convert into shares of Multi-Vote Common Stock.

In general, the Multi-Vote Common Stock and Ordinary Common Stock have the same powers, privileges and rights, and each share represents an equivalent interest in Magellan's equity, except that the shares of Multi-Vote Common Stock will have the number of votes per share from time to time sufficient so that all the outstanding shares of Multi-Vote Common Stock will have an equal number of votes as all the outstanding shares of Ordinary Common Stock (*i.e.*, the Multi-Vote Common Stock will be entitled to exercise 50 percent of the voting power of all the outstanding common stock of

Magellan). The Multi-Vote Common Stock and Ordinary Common Stock also differ in that each class has different voting rights in the election of directors and certain other voting rights and other special rights and privileges more specifically described below. The Multi-Vote Common Stock will cease to have any special voting rights or any other special rights or powers in the event the outstanding shares of Multi-Vote Common Stock cease to represent at least (i) 15.33 percent of the total number of shares of common stock (both Ordinary Common Stock and Multi-Vote Common Stock) issued on the Effective Date, or approximately 5.4 million shares, or (ii) 10 percent of the total number of shares of common stock outstanding at any time (the "*Minimum Hold Condition*").

Pursuant to the Plan of Reorganization, Magellan Holdings, one of the selling stockholders under this Registration Statement and an affiliate of Onex Corporation, purchased 8,570,604 shares of Multi-Vote Common Stock, and in January 2004, sold 82,854 of such shares to Morgan Noble, which shares thereupon converted to Ordinary Common Stock. As of the date hereof, Magellan Holdings owns 8,487,750 shares of Multi-Vote Common Stock, representing all issued and outstanding shares of such stock, convertible into 8,487,750 shares of Ordinary Common Stock, and Morgan Noble owns 82,854 shares of Ordinary Common Stock. In accordance with the Plan of Reorganization, we entered into a Registration Rights Agreement with Aetna Inc. and Magellan Holdings which provided, among other things, Magellan Holdings and its successors and permitted transferees certain rights with respect to the registration under the Securities Act of the sale of shares of Ordinary Common Stock issuable upon conversion of shares of the Multi-Vote Common Stock issued to or owned by them and any additional shares of Ordinary Common Stock issued by Magellan to them as a dividend upon or a distribution in respect of, or upon conversion of or in exchange for or as a result of any reclassification of, any such shares of Ordinary Common Stock. On November 5, 2004, Morgan Noble assumed all applicable obligations of Magellan Holdings under the Registration Rights Agreement with respect to the 82,854 shares of Ordinary Common Stock it acquired from Magellan Holdings, and became entitled to register resales of such shares under this Registration Statement. As discussed below, Morgan Noble is owned by a director of Magellan and his wife and this director owns 2,719 additional shares of Ordinary Common Stock pursuant to (and restricted under) Magellan's 2004 Director Stock Compensation Plan.

Our Corporate Information

Our executive offices are located at 16 Munson Road, Farmington, Connecticut 06032, our telephone number at that location is (860) 507-1900, and our website can be accessed at www.magellanhealth.com. Information contained in our website does not constitute part of this prospectus. References to Magellan, the Company, "we," "us" and "our" in this prospectus refer to Magellan Health Services, Inc. unless the context requires otherwise.

RISK FACTORS

An investment in Ordinary Common Stock involves a high degree of risk. You should carefully consider the following risk factors, together with all of the other information included or incorporated by reference in this prospectus, before you decide whether to purchase Magellan's Ordinary Common Stock. The risks set out below are not the only risks we face. If any of the following risks occur, our business, financial condition and results of operations could be materially adversely affected. In such case, the trading price of Ordinary Common Stock could decline, and you may lose all or part of your investment.

There are various factors that could adversely affect our business, financial condition, prospects and results of operations.

Fresh Start Reporting The application of "fresh start" reporting may make it more difficult to compare our post-emergence operations and results to those in pre-emergence periods.

Due to our emergence from bankruptcy, we have implemented the "fresh start" reporting provisions of SOP 90-7, effective December 31, 2003. Fresh start reporting requires us to restate all assets and liabilities to reflect their fair values. As a result, the consolidated balance sheet as of December 31, 2003 and the balance sheets and statements of operations for periods after our emergence from bankruptcy are not comparable to the consolidated financial statements for the periods prior to the Company's emergence from bankruptcy, which were prepared on a historical basis.

Significant Stockholder The market for Ordinary Common Stock may be affected as a result of Onex's substantial position as a stockholder of Magellan.

Onex controls all of the outstanding shares of the Multi-Vote Common Stock. Accordingly, Onex has the right to elect four of the nine members of our Board of Directors and is entitled to 50 percent of voting power for all other matters that come before Magellan's stockholders (including the election of two additional members of our Board of Directors, but specifically excluding the election of three of the nine members of the Board) until its ownership of Multi-Vote Common Stock decreases below certain levels. This voting power of the Multi-Vote Common Stock exceeds Onex's interest in Magellan's outstanding common stock (viewing both Multi-Vote Common Stock and Ordinary Common Stock as a single class) of approximately 24.0 percent as of October 31, 2004. Onex's interests in Magellan may conflict with the interests of the holders of the Ordinary Common Stock. As a result of Onex's substantial equity interest in and voting power over Magellan, Onex could have significant influence over the management and affairs of Magellan, and a significant or controlling influence on all matters submitted to the stockholders including any merger, consolidation or sale of all or substantially all of the Company's assets. Shares of Multi-Vote Common Stock automatically convert into shares of Ordinary Common Stock (currently on a share for share basis) without reducing Onex's voting power (as long as the Minimum Hold Condition continues to be met).

Restrictive Covenants in Our Debt Instruments Restrictions imposed by our Senior Notes and the Credit Agreement may limit our ability to take certain actions and result, if not adhered to, in defaults under our debt instruments. These restrictions may adversely affect our ability to finance our future operations or capital needs or engage in other business activities that may be in our interest.

The indenture governing our senior notes (the "*Indenture*"), and the terms of our senior secured credit agreement (the "*Credit Agreement*") contain covenants. These limit our management's discretion by restricting or limiting the Company's ability to, among other things:

incur or guarantee additional indebtedness or issue preferred or redeemable stock;

pay dividends and make other distributions;

repurchase equity interests;

- prepay or amend subordinated debt;
- make certain other payments called "restricted payments";
- enter into sale and leaseback transactions;
- create liens;
- sell and otherwise dispose of assets;
- merge or consolidate; and
- enter into some types of transactions with affiliates.

These restrictions could adversely affect our ability to finance future operations or capital needs or engage in other business activities that may be in our interest.

The Credit Agreement also requires us to comply with specified financial ratios and tests. Failure to do so, unless waived, would result in an event of default under the Credit Agreement and, if indebtedness under the Credit Agreement is accelerated, would give rise to defaults under most or all of our other debt agreements. The Credit Agreement is guaranteed by most of our subsidiaries and is secured by most of our assets and our subsidiaries' assets.

Risk-Related Products If we are unable to accurately predict and control behavioral healthcare costs, we may not earn a profit on our contracts to provide services at a fixed fee.

Our revenues come primarily from arrangements under which we assume responsibility for costs of treatment services (excluding at present the cost of pharmaceuticals or other medication) in exchange for a fixed fee. We refer to such arrangements as "risk-related contracts" or "risk-related products." Revenues from such arrangements accounted for approximately 87.8 percent, 87.7 percent and 85.6 percent of our net revenue in the fiscal years ended September 30, 2001 and 2002 and December 31, 2003, respectively. For these contracts to be profitable, we must accurately estimate the rate of service utilization by members to price and control our costs. If the cost of services provided to members under a contract together with the administrative costs exceeds the aggregate fees received by us under such contract, we will incur a loss. Our assumptions may not accurately reflect actual utilization rates and expenses, many aspects of which are beyond our control.

In addition, adjustments may be required to estimates, particularly those regarding cost of care, made in reporting historical financial results. Medical claims payable, in our financial statements, includes reserves for incurred but not reported, or "IBNR", claims, which are estimated by the Company. We determine the amount of such reserves based on past claims payment experience, including the average interval between the date services are rendered and the date claims are paid and between the date services are rendered and the date the claims are received, enrollment data, utilization statistics, adjudication decisions, authorized healthcare services and other factors. This data is incorporated into contract-specific reserve models. The estimates for submitted claims and IBNR claims are made on an accrual basis and adjusted in future periods as required. However, changes in assumptions for medical costs caused by changes in actual experience (such as changes in the delivery system, changes in utilization patterns, unforeseen fluctuations in claims backlogs and others) may ultimately prove these estimates inaccurate. If our membership in risk-based business grows, our exposure to potential losses from risk-related products will also be increased. Furthermore, certain of these contracts and certain state regulations limit the profits that we may earn on risk-related business and may require refunds if the loss experience is more favorable than that originally anticipated.

Some of our contracts and certain state regulations may also require us or certain of our subsidiaries to reserve a specified amount of cash or to maintain a letter of credit as financial assurance that we can meet our obligations under such contracts. Some state regulations also restrict the ability of

subsidiaries offering risk-related products to pay dividends to Magellan. Additional state regulations could be promulgated that would increase the cash or other security we would be required to maintain. In addition, our customers may require additional restricted cash or other security with respect to our obligations under our contracts, including unpaid medical claims. If this happens, our liquidity, financial condition, prospects and results of operations can be adversely affected.

Reliance on Customer Contracts Our inability to renegotiate or extend expiring customer contracts could adversely affect us.

All of our net revenue is derived from contracts with payors of behavioral healthcare benefits. Substantially all of these contracts may be terminated immediately with cause and many, including some of our most significant contracts, are terminable without cause by the customer upon notice and the passage of a specified period of time (typically between 60 and 180 days), or upon the occurrence of certain other specified events. Our ten largest customers accounted for approximately 59.1 percent, 57.6 percent and 61.6 percent of our net revenue for the fiscal years ended September 30, 2001 and 2002 and December 31, 2003, respectively. Loss of all of these contracts or customers would, and loss of any one of these contracts or customers could, have a material adverse effect on the Company. One of these contracts is a subcontract with a health plan under which the Company manages the mental health and substance abuse services for certain beneficiaries of TRICARE, which subcontract expired on September 30, 2004 and was not renewed.

Our two largest customers are Aetna and the State of Tennessee's TennCare program. The Company has a managed behavioral contract with Aetna, and both the Company, through its wholly owned subsidiary, Tennessee Behavioral Health, and Premier, a joint venture in which the Company has a 50 percent interest, contract with the State of Tennessee to manage the behavioral healthcare benefits for the TennCare program. As part of the consummation of the Plan of Reorganization, Aetna has renewed its contract with us, under which we will continue to manage the behavioral health care of Aetna's members through December 31, 2005, with an option for Aetna to either extend the agreement at that time or to purchase the assets used in the operation of the Aetna contract. In September 2003, the State of Tennessee issued a request for proposal relating to the TennCare program under which the program would be divided into three regions. The Company submitted a proposal for the East region only and was awarded the contract. The new contract with respect to the East region became effective July 1, 2004. The East region contract has an initial term that runs through December 31, 2005, and includes a provision for extensions at the State's option through December 31, 2008. When contract negotiations between the State and the vendor that had been awarded the contracts for the Middle and West regions were discontinued, the State asked Tennessee Behavioral Health and Premier to continue with their current contracts for those regions through December 31, 2004. Effective July 1, 2004, Agreements with the State were reached, under which Tennessee Behavioral Health and Premier will continue serving the Middle and West regions of TennCare through December 31, 2005. The Aetna and TennCare contracts might not be extended or successfully renegotiated beyond the dates above, or, if renewed or renegotiated, the terms of any new contracts might not be comparable to those of existing contracts. If this happens, our liquidity, financial condition, prospects and results of operations may be adversely affected.

Changes in the Medical Managed Care Industry Certain changes in the business practices of this industry could negatively impact the Company.

Substantially all of our Health Plan segment revenues are derived from customers in the medical managed care industry including managed care companies, health insurers and other health plans. Some types of changes in this industry's business practices could negatively impact us. For example, if our managed care customers seek to provide managed behavioral healthcare services directly to their subscribers, instead of contracting with us for such services, we could be adversely affected. In addition,

the company has a significant number of contracts with Blue Cross and Blue Shield health plans and other regional health plans. Consolidation of that industry through acquisitions and mergers could potentially result in the loss of contracts for the Company.

Competition may adversely affect our profitability.

Our business is highly competitive. We compete with other managed behavioral healthcare organizations as well as with insurance companies, health maintenance organizations ("HMOs"), preferred provider organizations ("PPOs"), third party administrators ("TPAs"), independent practice associations ("IPAs"), multi-disciplinary medical groups and other managed care companies. Many of our competitors, particularly certain insurance companies and HMOs, are significantly larger and have greater financial, marketing and other resources than the Company. The entrance or expansion of these larger companies in the managed behavioral healthcare industry could increase the competitive pressures we face. If this happens, our profitability can be adversely affected.

Integration of Operations Our efforts to integrate our operations may not result in the level of cost savings and improved services that we are anticipating.

We are in the process of implementing initiatives aimed at reducing operating and administrative costs and improving operating efficiencies and customer service. These initiatives include consolidating service centers, creating more efficiency in corporate overhead, consolidating systems, improving call center technology and instituting other operational and business efficiencies. We expect to fund these costs with internally generated funds. However, there can be no assurance that we will be able to successfully implement these initiatives or realize the anticipated savings. In addition, we could experience disruptions in our computer systems or other operations during the implementation of these initiatives. Disruptions of this type could adversely affect our relationships with many of our contracted providers and customers, and our business and results of operations.

Fluctuation in Operating Results Our operating results have been and may in the future be subject to significant fluctuations on a quarterly basis

Our quarterly operating results have varied in the past and may fluctuate significantly in the future due to a combination of factors, including:

- changes in utilization levels by enrolled members of our risk-based contracts, including seasonal utilization patterns;
- performance-based contractual adjustments to revenue, reflecting utilization results or other performance measures;
- changes in estimates for contractual adjustments under commercial contracts;
- retrospective membership adjustments;
- the timing of implementation of new contracts and enrollment changes; and
- changes in estimates regarding medical costs and incurred but not yet reported medical claims.

These factors may affect our quarterly and annual revenues, expenses and results of operations in the future.

Dependence On Government Spending For Managed Healthcare We can be adversely affected by changes in federal, state and local healthcare policies

A significant portion of our revenue is derived, directly or indirectly, from federal, state and local governmental agencies, including state Medicaid programs. Contract rates vary from state to state, are

subject to periodic negotiation and may limit the Company's ability to maintain or increase rates. We are unable to predict the impact on our operations of future regulations or legislation affecting Medicaid programs, or the healthcare industry in general, and future regulations or legislation may have a material adverse effect on the Company. Moreover, any reduction in government spending for such programs could also have a material adverse effect on us. In addition, our contracts with federal, state and local governmental agencies generally are conditioned upon financial appropriations by one or more governmental agencies, especially in the case of state Medicaid programs. These contracts generally can be terminated or modified by the customer if such appropriations are not made. Finally, some of our contracts with federal, state and local governmental agencies require us to perform additional services if federal, state or local laws or regulations imposed after the contract is signed so require, in exchange for additional compensation to be negotiated by the parties in good faith. Government and other third-party payors are generally seeking to impose lower contract rates and to renegotiate reduced contract rates with service providers in a trend toward cost control.

Possible Impact of Healthcare Reform Healthcare reform can significantly affect our business.

The U.S. Congress is considering legislation that, among other things, would limit healthcare plans and methods of operations, limit employers' and healthcare plans' ability to define medical necessity and permit employers and healthcare plans to be sued in state courts for coverage determinations. It is uncertain whether the Company could recoup, through higher revenues or other measures, the increased costs of federally mandated benefits or other increased costs caused by such legislation or similar legislation. In addition, if any federal parity legislation is adopted and the difference in coverage limits for mental health coverage and medical health coverage is reduced or eliminated, any increase in revenue the Company derives following such legislation may not be sufficient to cover the increase in costs that would result from a greater utilization of mental healthcare services. The Company cannot predict the effect of this legislation or other legislation that may be adopted by Congress, and such legislation may have an adverse effect on the Company.

Regulation Government regulation significantly affects our business.

The managed behavioral healthcare industry and the provision of behavioral healthcare services are subject to extensive and evolving state and federal regulation. Such laws and regulations cover, but are not limited to, matters such as licensure, accreditation, government healthcare program participation requirements, information privacy and security, reimbursement for patient services, and Medicare and Medicaid fraud and abuse. Government investigations and allegations have become more frequent concerning possible violations of fraud and abuse and false claims statutes and/or regulations by healthcare organizations. Violators may be excluded from participating in government healthcare programs, subject to fines or penalties or required to repay amounts received from the government for previously billed services. A violation of such laws and regulations may have a material adverse effect on the Company.

We are subject to certain state laws and regulations and federal laws as a result of our role in management of customers' employee benefit plans.

Regulatory issues may also affect our operations including, but not limited to:

negative impact of our financial condition on licenses that we hold;

additional state licenses that may be required to conduct our businesses, including utilization review and TPA activities;

we may be unable to comply with limits imposed by state authorities upon corporations' control or excessive influence over behavioral healthcare services through the direct employment of psychiatrists, psychologists or other professionals, and prohibiting fee splitting;

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we may be unable to comply with laws that impose financial terms and requirements on us because we assume risk under contracts with licensed insurance companies or HMOs;

we may be unable to comply with laws that impose an obligation to contract with any healthcare provider willing to meet the terms of our contracts with similar providers;

maintaining confidentiality of patient information; and

maintaining compliance with Health Insurance Portability and Accountability Act of 1996 ("*HIPAA*").

The imposition of additional licensing and other regulatory requirements may, among other things, increase our equity requirements, increase the cost of doing business or force significant changes in the Company's operations to comply with these requirements.

Onex Corporation, a non-U.S. company, has the right to elect one or more of our directors. See "Significant Stockholder", above. Therefore, federal law considers the Company to be under the ownership, control or influence of a foreign entity. As a result, we must comply with additional requirements in order to obtain a federal facility security clearance issued by the Defense Security Service. This security clearance is required by one of our contracts with a federal agency and may be a requirement of any new contracts we enter into with federal agencies.

Compliance with government regulation as discussed above can be expensive and time consuming.

Risks Related To Realization of Goodwill and Intangible Assets We could be adversely affected if the value of intangible assets is not fully realized

Our total assets at December 31, 2003 reflect goodwill of approximately \$450.2 million, representing approximately 34.8 percent of total assets. There can be no assurance that such goodwill will be realizable. The application of the fresh start reporting provisions of SOP 90-7 require the Company to value its assets and liabilities at fair market value. In accordance with these fresh start reporting provisions implemented as of December 31, 2003, our reorganization value was allocated to the Company's tangible and identified intangible assets. Under SOP 90-7, if any portion of our reorganization value cannot be allocated to specific assets, it should be reported as goodwill. As a result of the application of fresh start reporting, the Predecessor Company's balance of goodwill was written-off at December 31, 2003. The Company tests goodwill as of October 1 for impairment based upon fair values.

At December 31, 2003, identifiable intangible assets (customer lists, contracts and provider networks) totaled approximately \$58.1 million. Intangible assets are amortized over their estimated remaining useful lives, which range from approximately two to eighteen years. The amortization periods used may differ from those used by other entities. In addition, we may be required to shorten the amortization period for intangible assets in future periods based on changes in the Company's business. We may not ever realize the value of such assets.

We evaluate, on a regular basis, whether for any reason the carrying value of our intangible assets and other long-lived assets may no longer be completely recoverable, in which case a charge to earnings for impairment losses could become necessary. When events or changes in circumstances occur that indicate the carrying amount of long-lived assets may not be recoverable, we assess the recoverability of long-lived assets other than goodwill by determining whether the carrying value of such intangible assets will be recovered through the future cash flows expected from the use of the asset and its eventual disposition.

Any event or change in circumstances leading to a future determination requiring additional write-offs of a significant portion of unamortized intangible assets or goodwill would adversely affect our results of operations.

Claims for Professional Liability We are subject to liability claims that may adversely affect us.

Management and administration of the delivery of managed behavioral healthcare services, and the direct provision of behavioral healthcare treatment services, entail significant risks of liability. From time to time, we are subject to various actions and claims of professional liability alleging negligence in performing utilization review activities, as well as for the acts or omissions of our employees, network providers or others. In the normal course of business, we receive reports relating to suicides and other serious incidents involving patients enrolled in our programs. Such incidents occasionally give rise to malpractice, professional negligence and other related actions and claims against us or our network providers. As the number of lives we cover grows and the number of providers under contract increases, actions and claims against us (and, in turn, possible legal liability) predicated on malpractice, professional negligence or other related legal theories can be expected to increase. We are also subject to actions and claims for the costs of services for which payment was denied. Many of these actions and claims seek substantial damages and require us to incur significant fees and costs related to our defense. Pending or future actions or claims for professional liability (including any judgments, settlements or costs associated therewith) may have a material adverse effect on us.

Professional Liability and Other Insurance Our insurance may not be sufficient or available to cover claims and losses.

We maintain a program of insurance coverage against a broad range of risks in our business. As part of this program of insurance, we carry professional liability insurance, subject to certain deductibles and self-insured retentions. This insurance may not be sufficient to cover any judgments, settlements or costs relating to present or future claims, suits or complaints. Upon expiration of our insurance policies, sufficient insurance may not be available on favorable terms, if at all. To the extent our customers are entitled to indemnification under their contracts with us relating to liabilities they incur arising from the operation of our programs, such indemnification may not be covered under our insurance policies. To the extent that certain actions and claims seek punitive and compensatory damages arising from our alleged intentional misconduct, such damages, if awarded, may not be covered, in whole or in part, by our insurance policies. We also have potential liability relating to the self-insurance program we maintained previously with respect to our provider business. In addition, we obtain surety bonds from insurance companies to meet requirements under the laws and regulations of states in which we operate. If we are unable to secure adequate insurance in the future, or if the insurance we carry is not sufficient to cover any judgments, settlements or costs relating to any present or future actions or claims, such judgments, settlements or costs may have a material adverse effect on the Company.

Class Action Suits and Other Legal Proceedings We could be targeted by class action and other lawsuits.

Some managed healthcare companies, including the Company, have been targeted as defendants in national class action lawsuits regarding their business practices. We are also subject to lawsuits and legal proceedings in conducting our business. Such lawsuits may have a material adverse effect on the Company.

Government Investigations If we are unable to cooperate with the investigations of governmental agencies, we may be materially and adversely affected

From time to time, we receive notifications from and engage in discussions with various government agencies concerning the Company's managed care businesses and operations. As a result of these contacts with regulators, the Company may, as appropriate, implement changes to its operations, revise its filings with such agencies and/or seek additional licenses to conduct its business. Our inability to cooperate with any government investigation or inquiry and comply with the various requirements

imposed on the Company as a result of these proceedings may have a material adverse effect on our business.

Use of Prior Audit Reports Prepared by Arthur Andersen LLP

Arthur Andersen LLP ("Arthur Andersen"), the accounting firm that audited our financial statements for the fiscal year ended September 30, 2001, was found guilty by a jury on June 15, 2002 of federal obstruction of justice charges in connection with the government's investigation of Enron Corp. On May 22, 2002, our Audit Committee approved the dismissal of Arthur Andersen and engaged Ernst & Young LLP to serve as its new independent auditors. Arthur Andersen ceased practicing before the SEC effective August 31, 2002. In light of the cessation of Arthur Andersen's practice, we were unable to obtain a consent from Arthur Andersen to include its audit report in this prospectus with respect to the 2001 financial statements that were audited by Arthur Andersen. As a result, we filed this registration statement, of which this prospectus is a part, and we will file any amendment to such registration statement, in reliance on Rule 437(a) under the Securities Act which relieves an issuer from the obligation to obtain the consent of Arthur Andersen in certain cases. Because Arthur Andersen has not consented to the inclusion of their report in this prospectus, you may be unable to seek remedies against Arthur Andersen under applicable securities laws for any untrue statement of a material fact contained in the financial statements audited by Arthur Andersen or any omission of a material fact required to be stated in those financial statements. Also, it is unlikely that any assets would be available from Arthur Andersen to satisfy any claims.

In addition, should we seek to access the public capital markets, we would need to satisfy certain requirements of the SEC relating to our audited financial statements for fiscal years audited by Arthur Andersen. The SEC's current rules require the inclusion or incorporation by reference of three years of audited financial statements in any prospectus for a public offering of securities of the Company, which would require us to present audited financial statements for the fiscal year ended September 30, 2001 audited by Arthur Andersen until our audited financial statements for the fiscal year ending December 31, 2004 become available in the first quarter of fiscal year 2005. The Commission has adopted rules exempting certain issuers filing Securities Act registration statements containing financial statements audited by Arthur Andersen from having to comply with the provisions of its rules that would otherwise require issuers to present with such financial statements manually signed reissued accountants' reports and written consents issued by Arthur Andersen. Although we believe that we currently meet the requirements for such exemptions, if the SEC ceases accepting financial statements audited by Arthur Andersen pursuant to such exemptions, it is possible that our financial statements for the year ended September 30, 2001 audited by Arthur Andersen might not satisfy the Commission's requirements. If this occurs, we would not be able to access the public capital markets unless Ernst & Young LLP, our current independent accounting firm, or another independent accounting firm, is able to audit the financial statements originally audited by Arthur Andersen. Any delay or inability to access the public capital markets caused by circumstances of such nature could have a material adverse effect on us.

WHERE YOU CAN FIND MORE INFORMATION

The documents incorporated by reference into this prospectus are available from us upon request. We will provide a copy of any and all of the information that is incorporated by reference in this prospectus, without charge, upon written or oral request.

If you would like to obtain this information from us, please direct your request, either in writing or by telephone, to:

Investor Relations
Magellan Health Services, Inc.
16 Munson Road
Farmington, Connecticut 06032
(860) 507-1900

We file reports, proxy statements and other information with the SEC. Copies of our reports, proxy statements and other information may be inspected and copied at the Public Reference Room maintained by the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies of these materials can also be obtained by mail at prescribed rates from the Public Reference Room of the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding Magellan and other issuers that file electronically with the SEC. The address of the SEC Internet site is www.sec.gov. This information is also available on our Company website at www.magellanhealth.com.

Reports, proxy statements and other information regarding us may also be inspected at:

The National Association of Securities Dealers
1735 K Street, N.W.
Washington, D.C. 20006

We have filed a registration statement under the Securities Act with the SEC with respect to the shares to be sold hereunder. This prospectus has been filed as part of the registration statement. This prospectus does not contain all of the information set forth in the registration statement because certain parts of the registration statement are omitted in accordance with the rules and regulations of the SEC. The registration statement is available for inspection and copying as set forth above.

USE OF PROCEEDS

We will not receive any proceeds from the sale of the Ordinary Common Stock pursuant to this prospectus. All proceeds from the sale of the Ordinary Common Stock pursuant to this prospectus will be made for the account of the selling stockholders, as described below.

SELLING STOCKHOLDERS

The following table sets forth information with respect to the number of shares of the Ordinary Common Stock owned by the selling stockholders and as adjusted to give effect to the sale of the shares that may be offered pursuant to this prospectus. The information in the table below is current as of October 31, 2004. The shares described in this prospectus are being registered to permit public secondary trading of the shares, and the selling stockholders may offer the shares for resale from time to time.

There can be no assurance that the selling stockholders will sell any or all of the shares of the Ordinary Common Stock offered hereunder.

Name of Selling Stockholder	Number of Shares Beneficially Owned Prior to the Offering ⁽¹⁾		Number of Shares Being Offered	Number of Shares Beneficially Owned After the Offering ⁽¹⁾⁽²⁾	
	Number	Percentage		Number	Percentage
Magellan Holdings ⁽³⁾	8,487,750 ⁽⁴⁾	24.0%	8,487,750	0	0%
Morgan Noble ⁽⁵⁾	82,854	0.3%	82,854	0	0%

- (1) Beneficial ownership determined pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended, and percentages are calculated based on 26,883,016 shares of Ordinary Common Stock outstanding on October 31, 2004 and, for Magellan Holdings' percentage only, 8,487,750 shares of Ordinary Common Stock into which the shares of Multi-Vote Common Stock owned by Magellan Holdings are convertible at any time, which constitute all the shares of Multi-Vote Common Stock outstanding on October 31, 2004.
- (2) We do not know when or in what amounts the selling stockholders may offer for sale shares of Ordinary Common Stock pursuant to this offering. The selling stockholders may sell the shares covered by this prospectus from time to time, and may also decide not to sell all, or any, of the shares they are allowed to sell under this prospectus. Because the selling stockholders may offer all or some of the shares of Ordinary Common Stock pursuant to this offering, we cannot estimate the number of shares of Ordinary Common Stock that the selling stockholders will hold after completion of the offering. For purposes of this table, we have assumed that the selling stockholders will have sold all of the shares covered by this prospectus upon the completion of the offering.
- (3) Magellan Holdings owns shares of Multi-Vote Common Stock, which were acquired by it pursuant to Magellan's Plan of Reorganization. Pursuant to Magellan's Amended and Restated Certificate of Incorporation, upon any sale other than to affiliates of Onex, shares of Multi-Vote Common Stock sold automatically convert into shares of Ordinary Common Stock (currently on a share-for-share basis), without reducing Magellan Holding's voting power (as long as the Minimum Hold Condition continues to be met). The information provided herein concerning Magellan Holdings' beneficial ownership of shares is based on its Schedule 13D filed by it and its affiliates, Onex Partners LP ("*Partners*"), Onex Partners GP LP ("*Partners GP LP*"), Onex Partners GP Inc. ("*Partners GP*"), Onex Corporation and Gerald W. Schwartz on January 16, 2004 ("*Schedule 13D*") and the Statement of Changes in Beneficial Ownership filed by Magellan Holdings, Partners, Onex Corporation and Mr. Schwartz on July 1, 2004 ("*Form 4*"). Onex Corporation is an Ontario, Canada corporation that holds 100% of the equity of Partners GP; Partners GP is a Delaware corporation and the general partner of Partners GP LP; Partners GP LP is a Delaware limited

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partnership and the general partner of Partners; Partners is a Delaware limited partnership and the general partner of Magellan Holdings, which is a Delaware limited partnership; and Mr. Schwartz is the Chairman of the Board, President and Chief Executive Officer of Onex Corporation. Each of Onex Corporation, Partners, Partners GP LP and Partners GP may be deemed to share voting and dispositive power with respect to 8,487,750 shares of Ordinary Common Stock owned of record by Magellan Holdings, and therefore each of Onex Corporation, Partners, Partners GP LP and Partners GP may be deemed to be a beneficial owner of such shares. Pursuant to the Schedule 13D and Form 4, Mr. Schwartz expressly disclaimed beneficial ownership of our shares beneficially owned by Magellan Holding, L.P., Partners, Partners GP LP, Partners GP and Onex Corporation.

- (4) The number of shares of Ordinary Common Stock beneficially owned by Magellan Holdings represents the number of shares of Ordinary Common Stock into which the shares of Multi-Vote Common Stock owned by it may, at any time, be converted by it, currently on a share-for-share basis.
- (5) Morgan Noble owns shares of Ordinary Common Stock, which it acquired in January 2004 from Magellan Holdings. The information provided herein concerning Morgan Noble's beneficial ownership of shares is based on the Form 4 of Robert M. Haft, a director of Magellan, filed on February 6, 2004. Mr. Haft and members of his immediate family hold 100% of the equity of Morgan Noble and Mr. Haft is the Principal Manager of Morgan Noble. Mr. Haft may be deemed to have voting and dispositive power with respect to 82,854 shares of Ordinary Common Stock owned as of record by Morgan Noble, and therefore he may be deemed to be a beneficial owner of such shares, in which case such shares may only be sold subject to Magellan's stock trading policies for officers and directors. In addition, Mr. Haft owns 2,719 shares of Ordinary Common Stock pursuant to, and which are restricted under, Magellan's 2004 Director Stock Compensation Plan.

PLAN OF DISTRIBUTION

We are registering 8,570,604 shares of Ordinary Common Stock, of which 8,487,750 are issuable upon conversion of 8,487,750 shares of Multi-Vote Common Stock, in order to permit secondary trading of all such shares by the holders thereof. As used in this prospectus, "selling security holders" includes the selling stockholders named above and any other transferees (including pledgees and donees) of Ordinary Common Stock (including Ordinary Common Stock issuable upon conversion of Multi-Vote Common Stock), but only where the transfer is not made pursuant to an effective registration statement or Rule 144 or pursuant to another exemption from registration under the Securities Act pursuant to which the securities sold are thereafter freely transferable without registration and without restriction under the Securities Act, and only to such a transferee, and provided that any such transferee agrees in writing to assume applicable obligations of Magellan Holdings under the Registration Rights Agreement.

We will bear all costs, expenses and fees in connection with the registration and sale of the shares covered by this prospectus, other than discounts, commissions or brokers' fees or fees of similar securities industry professionals and transfer taxes relating to the disposition of the Ordinary Common Stock. We will not receive any proceeds from the sale of the shares of our Ordinary Common Stock covered hereby. The selling security holders will bear all discounts, commissions or brokers' fees or fees of similar securities industry professionals and transfer taxes, if any, attributable to sales of the shares. The selling security holders may agree to indemnify any broker-dealer or agent that participates in transactions involving sales of the shares against certain liabilities, including liabilities arising under the Securities Act.

The selling security holders may sell the shares covered by this prospectus from time to time, and may also decide not to sell all or any of the shares they are allowed to sell under this prospectus. The selling security holders will act independently of us in making decisions regarding the timing, manner and size of each sale. The selling security holders may effect sales by selling the shares directly to purchasers in individually negotiated transactions, or to or through broker-dealers, which may act as agents or principals. The selling security holders may sell their shares at fixed prices, at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at varying prices determined at the time of sale, or at privately negotiated prices. Sales may be made by the selling security holders in one or more types of transactions, which may include:

one or more block transactions, in which the broker or dealer so engaged will attempt to sell the shares of Ordinary Common Stock as agent but may position and resell a portion of the block as principal to facilitate the transaction, or in crosses, in which the same broker acts as an agent on both sides of the trade;

purchases by a broker-dealer or market maker, as principal, and resale by the broker-dealer for its account;

ordinary brokerage transactions or transactions in which a broker solicits purchases;

on the Nasdaq Stock Market or on any other national securities exchange or quotation service on which our Ordinary Common Stock may be listed or quoted at the time of the sale;

in the over-the-counter market;

through the writing of options, whether the options are listed on an options exchange or otherwise;

through distributions to creditors and equity holders of the selling stockholders; or

any combination of the foregoing, or any other available means allowable under applicable law.

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Additionally, the selling security holders may engage in hedging transactions with broker-dealers in connection with distributions of shares or otherwise. In those transactions, broker-dealers may engage in short sales of shares in the course of hedging the positions they assume with selling security holders. The selling security holders also may sell shares short and redeliver shares to close out such short positions. The selling security holders may also enter into option or other transactions with broker-dealers which require the delivery of shares to the broker-dealer. The broker-dealer may then resell or otherwise transfer such shares pursuant to this prospectus. The selling security holders also may loan or pledge shares to a broker-dealer. The broker-dealer may sell the shares so loaned or pledged pursuant to this prospectus.

The selling security holders may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by the selling security holders or borrowed from the selling security holders or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from the selling security holders in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter and, if not identified in this prospectus, will be identified in the applicable prospectus supplement (or a post-effective amendment).

Pursuant to our Amended and Restated Certificate of Incorporation, prior to the earlier of the third anniversary of the Effective Date or the date on which the Minimum Hold Condition is no longer met, the selling stockholder and its affiliates may not sell, assign, donate, contribute, place in trust or otherwise dispose of shares of Ordinary Common Stock or Multi-Vote Common Stock representing more than fifteen percent of the outstanding shares of Ordinary Common Stock and Multi-Vote Common Stock (viewed as a single class) to any non-affiliate of the selling stockholder or its affiliates, unless (A) such transfer (1) is pursuant to a bona fide underwritten public offering or other bona fide public distribution made either under an effective registration statement under the Securities Act, or occurring outside of the United States within the meaning of Regulation S under Securities Act, (2) is in a transaction satisfying the requirements of Rule 144 under Securities Act, other than by reason of satisfying the provisions of Rule 144(k) thereof, (3) is effected through "brokers' transactions" within the meaning of Section 4(4) of Securities Act or a transaction with a "market maker" as defined in Section 3(c)(38) of the Securities Exchange Act of 1934, as amended, or (4) is effected through a prepaid variable share forward contract or other derivative contract or (B) all other holders of Ordinary Common Stock and Multi-Vote Common Stock are afforded the opportunity to participate in the transaction on the same terms per share as such selling person, which requirement will be deemed satisfied if the transfer is pursuant to a tender offer, or (C) in the case of a disposition of shares pursuant to a merger, consolidation, recapitalization or similar corporate transaction involving Magellan, all holders of shares of Ordinary Common Stock and Multi-Vote Common Stock are entitled to receive in such transaction the same per share consideration (in amount and kind).

Broker-dealers or agents may receive compensation in the form of commissions, discounts or concessions from selling security holders. Broker-dealers or agents may also receive compensation from the purchasers of shares for whom they act as agents or to whom they sell as principals, or both. Compensation as to a particular broker-dealer might be in excess of customary commissions and will be in amounts to be negotiated in connection with transactions involving shares. In effecting sales, broker-dealers engaged by the selling security holders may arrange for other broker-dealers to participate in the resales.

In connection with sales of our Ordinary Common Stock covered hereby, the selling security holders and any broker-dealers or agents and any other participating broker-dealers who execute sales for the selling security holders may be deemed to be "underwriters" within the meaning of the

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Securities Act. Accordingly, any profits realized by the selling security holders and any compensation earned by such broker-dealers or agents may be deemed to be underwriting discounts and commissions. Because selling security holders may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act, the selling security holders will be subject to the prospectus delivery requirements of that act. We will make copies of this prospectus (as it may be amended or supplemented from time to time) available to selling security holders for the purpose of satisfying the prospectus delivery requirements. The Registration Rights Agreement entered into by us and Magellan Holdings provides for indemnification of the selling stockholders and their successors, permitted transferees, certain affiliates and certain other persons by Magellan, and for indemnification of Magellan and its certain affiliates and certain other persons by the selling stockholders and their successors and permitted transferees, with regard to certain liabilities arising under the Securities Act in connection with the registration of shares of Ordinary Common Stock being offered by the selling security holders.

In addition, any shares of a selling security holder covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold in open market transactions under Rule 144 rather than pursuant to this prospectus.

The selling security holders will be subject to applicable provisions of Regulation M of the Securities Exchange Act of 1934 and the rules and regulations thereunder, which provisions may limit the timing of purchases and sales of any of the shares of our Ordinary Common Stock by the selling security holders. These restrictions may affect the marketability of such shares.

In order to comply with applicable securities laws of some states, the shares may be sold in those jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirements is available.

To the extent necessary, we may amend or supplement this prospectus from time to time to describe a specific plan of distribution. We will file a supplement to this prospectus, if required, upon being notified by a selling security holder that any material arrangement has been entered into with a broker-dealer for the sale of shares through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer. The supplement will disclose: the name of each such selling security holder and of the participating broker-dealer(s); the number of shares involved; the price at which such shares were sold; the commissions paid or discounts or concessions allowed to such broker-dealer(s), where applicable; that such broker-dealer(s) did not conduct any investigation to verify the information contained in or incorporated by reference in this prospectus; and any other facts material to the transaction.

We have agreed to use our reasonable best efforts to keep this registration statement effective under the Securities Act, for so long as we are permitted to do so under Rule 415 of the Securities Act, until the earlier of (i) the second anniversary of the date on which this registration statement first becomes effective under the Securities Act or (ii) the date on which there no longer are any securities registrable under the Registration Rights Agreement, or on which all such securities may be disposed of by Magellan Holdings and other holders of such securities pursuant to Rule 144 of the Securities Act either within a 90 day period in accordance with the volume limitations of such rule or without volume limitation in accordance with the provisions of Rule 144(k) of the Securities Act or pursuant to another exemption from the registration requirements of the Securities Act pursuant to which such securities are thereafter freely tradable without restriction under the Securities Act.

DOCUMENTS INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" into this prospectus the information we have filed with the SEC. This means that we can disclose important information by referring you to those documents. All documents that Magellan subsequently files with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of this offering, will be deemed to be incorporated by reference in this prospectus and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this prospectus, a Current Report (or portion thereof) furnished, but not filed, on Form 8-K shall not be incorporated by reference into this prospectus. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We incorporate by reference the following documents that we have filed with the SEC and any filings that we will make with the SEC in the future under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until this offering is terminated:

Our Annual Report on Form 10-K for the year ended December 31, 2003;

Our Current Report on Form 8-K filed on January 6, 2004;

Our Current Report on Form 8-K/A filed on January 7, 2004 regarding our Current Report on Form 8-K filed on January 6, 2004;

Our Current Report on Form 8-K filed on January 7, 2004;

Our Current Report on Form 8-K filed on February 5, 2004

Our Current Report on Form 8-K filed on March 2, 2004;

Our Current Report on Form 8-K filed on April 9, 2004;

Our Current Report on Form 8-K filed on April 14, 2004;

Our Current Report on Form 8-K filed on May 12, 2004;

Our Current Report on Form 8-K filed on June 17, 2004;

Our Current Report on Form 8-K filed on October 6, 2004;

Our Quarterly Report on Form 10-Q filed on April 29, 2004 for the quarter ended March 31, 2004;

Our Quarterly Report on Form 10-Q filed on July 29, 2004 for the quarter ended June 30, 2004;

Our Quarterly Report on Form 10-Q filed on October 29, 2004 for the quarter ended September 30, 2004; and

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The description of our Ordinary Common Stock, par value \$0.01 per share, contained in our Current Report on Form 8-K filed on November 5, 2004.

LEGAL MATTERS

The validity of the issuance of shares of the Ordinary Common Stock offered by this Prospectus will be passed upon for us by Weil, Gotshal & Manges LLP, New York, New York.

EXPERTS

The consolidated financial statements of Magellan appearing in Magellan's Annual Report (Form 10-K) for the year ended December 31, 2003, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

PART II**INFORMATION NOT REQUIRED IN THE PROSPECTUS****ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

The following table sets forth the expenses, other than underwriting discounts and commissions, and other costs relating to the sale of the Ordinary Common Stock being registered payable by the registrant, Magellan Health Services, Inc. ("Magellan"). In connection with the Registration Rights Agreement dated as of January 5, 2004 by and among Magellan, Magellan Holdings and Aetna, Inc., filed as Exhibit 2.15 to Magellan's Current Report on Form 8-K filed on January 6, 2004, Magellan has agreed to pay costs and expenses related to the filing of this registration statement and certain offerings made hereunder, except that any discounts, commissions or brokers' fees or fees of similar securities industries professionals and transfer taxes relating to the disposition of the Ordinary Common Stock will be payable by Magellan Holdings (or other securityholders participating in such registered offering). Specifically, Magellan has agreed to pay all SEC or stock exchange registration or filing fees, stock exchange listing fees, Nasdaq quotation fees, printing expenses, fees and disbursements of counsel for Magellan, the reasonable fees and expenses of one counsel for Magellan Holdings and all other selling securityholders, fees of Magellan's independent public accountants and the expenses of any special audit work incident to or required for any such registration, the expenses of complying with the securities or blue sky laws of any jurisdiction and fees and disbursements of underwriters customarily paid by the issuers or sellers of securities.

All amounts are estimates, except the SEC registration fee.

Securities and Exchange Commission registration fee	\$ 39,858
Printer expenses	\$ 2,500
Legal fees and expenses	\$ 35,000
Accounting fees and expenses	\$
	<hr/>
Total	\$
	<hr/>

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company is a Delaware corporation. Section 145 of the Delaware General Corporation Law, which we refer to as the "DGCL", provides that a Delaware corporation has the power to indemnify its officers and directors in certain circumstances.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any director or officer, or former director or officer, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of his service as director, officer, employee or agent of the corporation, or his service, at the corporation's request, as a director, officer, employee or agent of another corporation or enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any director or officer, or former director or officer, who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its

favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsections (a) or (b) or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability under Section 145.

In addition, Section 102(b)(7) of the DGCL permits Delaware corporations to include a provision in their certificates of incorporation eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that the provisions will not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for unlawful payment of dividends or other unlawful distributions, or (iv) for any transactions from which the director derived an improper personal benefit.

Article V Section 1 of the Bylaws and Article VI Part E of the Amended and Restated Certificate of Incorporation of Magellan provide in substance that Magellan will indemnify current and former directors and officers to the fullest extent permitted by law. In addition, Article VI Part D of the Certificate of Incorporation of Magellan provides in substance that directors of Magellan will not be personally liable either to Magellan or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to Magellan or its stockholders, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which the director will be liable under Section 174 of the DGCL or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director derived an improper personal benefit. Magellan maintains Directors' and Officers' liability insurance with various insurance providers.

The Registration Rights Agreement provides for indemnification of Magellan Holdings and its successors, permitted transferees, certain affiliates and certain other persons by the Company, and for indemnification of the Company and its certain affiliates and certain other persons by Magellan Holdings and its successors and permitted transferees, with regard to certain liabilities arising under the Securities Act in connection with the registration of shares of Ordinary Common Stock being offered by the selling security holders.

ITEM 16. EXHIBITS

The following exhibits are filed herewith or incorporated by reference herein:

EXHIBIT	DESCRIPTION
3.1	Amended and Restated Certificate of Incorporation of the Registrant, as filed in the office of the Secretary of State of the State of Delaware on January 5, 2004 and corrected by a Certificate of Correction filed in the office of the Secretary of State of the State of Delaware on March 29, 2004. ⁽¹⁾
3.2	Bylaws of the Registrant, as of January 5, 2004, as amended January 21, 2004. ⁽²⁾
4.1	Registration Rights Agreement, dated as of January 5, 2004, by and among Registrant, Magellan Holdings, L.P. and Aetna, Inc. ⁽³⁾
5.1	Opinion of Weil, Gotshal & Manges LLP as to the legality of shares of Ordinary Common Stock being registered.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Predecessor Auditor Arthur Andersen, LLP ⁽⁴⁾
23.2	Consent of Weil, Gotshal & Manges LLP (included in the Opinion filed as Exhibit 5.1)
24.1	Power of Attorney of certain directors and officers of the Registrant (included in signature page of this Registration Statement)

(1) Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 30, 2004 (File No. 1-06639).

(2) Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2004 (File No. 1-06639).

(3) Incorporated by reference to Exhibit 2.15 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 6, 2004 (File No. 1-06639).

(4) Omitted pursuant to Rule 437a. The consolidated financial statements of the predecessor company (or the Registrant prior to December 31, 2003) for the fiscal year ended September 30, 2001 incorporated in this Registration Statement by reference have been audited by Arthur Andersen LLP, independent public accountants ("AA"). However, the Registrant has been unable to obtain the written consent of AA with respect to the incorporation by reference of such financial statements in this Registration Statement. Therefore, the Registrant has dispensed with the requirement to file the written consent of AA in reliance upon Rule 437a of the Securities Act. As a result, you may not be able to recover damages from AA under Section 11 of the Securities Act for any untrue statements of material fact or any omissions to state a material fact, if any, contained in the aforementioned financial statements of the Registrant which are incorporated in this Registration Statement by reference.

ITEM 17. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

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(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Magellan Health Services, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Farmington, State of Connecticut, on the 5th day of November 2004.

MAGELLAN HEALTH SERVICES, INC.

By: /s/ MARK S. DEMILIO

Mark S. Demilio
Executive Vice President

POWER OF ATTORNEY

KNOW ALL THESE PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven J. Shulman and Mark S. Demilio, and each of them, his attorneys-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each said attorneys-in-fact or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ STEVEN J. SHULMAN Date: November 5, 2004

Steven J. Shulman
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ DR. RENE LERER Date: November 5, 2004

Dr. Rene Lerer
Chief Operating Officer and Director

/s/ MARK S. DEMILIO Date: November 5, 2004

Mark S. Demilio
Executive Vice President and Chief Financial
Officer (Principal Financial Officer)

/s/ JEFFREY N. WEST Date: November 5, 2004

Jeffrey N. West
Senior Vice President and Controller
(Principal Accounting Officer)

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/s/ ROBERT HAFT Date: November 5, 2004

Robert Haft
Director

/s/ WILLIAM J. MCBRIDE Date: November 5, 2004

William J. McBride
Director

/s/ ROBERT M. LEBLANC Date: November 5, 2004

Robert M. Leblanc
Director

/s/ MICHAEL P. RESSNER Date: November 5, 2004

Michael P. Ressler
Director

/s/ MICHAEL DIAMENT Date: November 5, 2004

Michael Diament
Director

/s/ SAUL BURIAN Date: November 5, 2004

Saul Burian
Director

Mark L. Hilson
Director

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