

AFFILIATED MANAGERS GROUP, INC.
Form 8-A12B
March 27, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

Affiliated Managers Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation or Organization)

04-3218510
(IRS Employer Identification No.)

777 South Flagler Drive
West Palm Beach, Florida
(Address of principal executive offices)

33401
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 5.875% Junior Subordinated Notes due 2059 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: No. 333-230423

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

This Registration Statement on Form 8-A relates to the 5.875% Junior Subordinated Notes due 2059 (the Notes) of Affiliated Managers Group, Inc. (the Registrant) and hereby incorporates by reference the description of the Notes set forth in (i) the section captioned Description of the Debt Securities in the Prospectus included in the Registrant's registration statement on Form S-3 (File No. 333-230423), dated March 21, 2019 (the Prospectus), and (ii) the section captioned Description of Notes in the Prospectus Supplement, dated March 21, 2019 to the Prospectus.

Item 2. Exhibits.

| No. | Description |
|-----|---|
| 1 | Amended and Restated Certificate of Incorporation, incorporated by reference to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 (No. 333-34679), filed October 29, 1997. |
| 2 | Amendment to Amended and Restated Certificate of Incorporation, incorporated by reference to the Registrant's Registration Statement on Form S-8 (No. 333-129748), filed November 16, 2005. |
| 3 | Amendment to Amended and Restated Certificate of Incorporation, incorporated by reference to the Registrant's Proxy Statement on Schedule 14A (No. 001-13459), filed April 28, 2006. |
| 4 | Amendment to Amended and Restated Certificate of Incorporation, incorporated by reference to the Registrant's Quarterly Report on Form 10-Q (No. 001-13459), filed August 3, 2017. |
| 5 | Amended and Restated By-laws, incorporated by reference to the Registrant's Quarterly Report on Form 10-Q (No. 001-13459), filed November 7, 2016. |
| 6 | Indenture for Junior Subordinated Notes between Affiliated Managers Group, Inc., as issuer, and U.S. Bank National Association, as trustee, dated as of March 27, 2019, incorporated by reference to the Registrant's Current Report on Form 8-K (No. 001-13459), filed March 27, 2019. |
| 7 | First Supplemental Indenture, dated as of March 27, 2019 by and between Affiliated Managers Group, Inc. and U.S. Bank National Association, as trustee, incorporated by reference to the Registrant's Current Report on Form 8-K (No. 001-13459), filed March 27, 2019. |
| 8 | Form of 5.875% Junior Subordinated Note due 2059, incorporated by reference to the Registrant's Current Report on Form 8-K (No. 001-13459), filed March 27, 2019. |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AFFILIATED MANAGERS GROUP, INC.

Date: March 27, 2019

By: /s/ David M. Billings

Name: David M. Billings

Title: General Counsel and Secretary