Manning & Napier, Inc. Form 4 April 01, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

OMB APPROVAL

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(Print or Type Responses)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * Yates Richard B.

> (First) (Middle)

C/O MANNING & NAPIER, 290 **WOODCLIFF DRIVE**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Manning & Napier, Inc. [MN]

3. Date of Earliest Transaction (Month/Day/Year)

03/31/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Chief Legal Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

FAIRPORT, NY 14450

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

(I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code

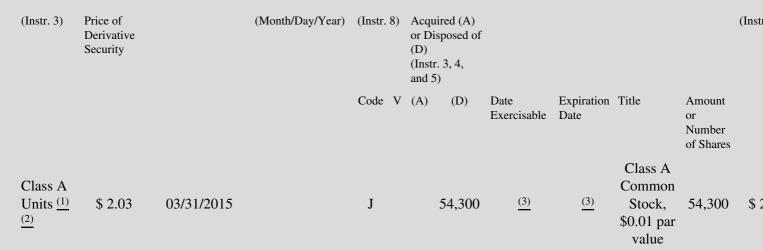
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Yates Richard B. C/O MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT, NY 14450

Chief Legal Officer

Signatures

/s/ Richard B. Vates 04/01/2015

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents Class A units of Manning & Napier Group, LLC ("Group") that are owned directly by M&N Group Holdings, LLC ("Group Holdings"). Group Holdings is owned as follows: (a) Class B units of Group Holdings representing approximately 100% of the issued and outstanding Class B units of Group Holdings, which represents approximately 26.43% of the voting and economic rights of Group

- (1) Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 85.33% of the issued and outstanding Class A units of Group Holdings, which represents approximately 62.77% of the voting and economic rights of Group Holdings, are owned by MNA Advisors, Inc. ("Advisors"); and (c) Class A units of Group Holdings representing approximately 14.67% of the issued and outstanding Class A units of Group Holdings, which represents approximately 10.8% of the voting and economic rights of Group Holdings, are owned by Manning & Napier Associates, LLC.
 - The number of derivative securities shown is the number of Class A units of Group directly owned by Group Holdings that are attributable to the interests of the Reporting Person as an owner of equity interests of Advisors, which are being repurchased by Advisors.
- (2) The shares being repurchased represent unvested stock from the performance vesting process at a contractually agreed upon price pursuant to the Amended and Restated Shareholder Agreement dated November 23, 2011 (the "Advisors Shareholder Agreement"). Each Class A unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer.
- (3) Class A units of Group are subject to an annual exchange process that includes certain aggregate limits set forth in the Advisors Shareholder Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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