## Edgar Filing: Manning & Napier, Inc. - Form 4

Manning & Naj	pier, Inc.									
Form 4 April 01, 2015										
	л							OMB A	PPROVAL	
FORM	4 UNITED	STATES			AND EX 1, D.C. 2(		E COMMISSIO	N OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or	F CHAN	NGES IN SECU	Expires: Estimated burden hou response	irs per						
Form 5 obligations may continue <i>See</i> Instruction 1(b).	e. Section 17(	a) of the l	Public U	Itility Ho	lding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Resp	ponses)									
1. Name and Addr Cunningham P	2. Issuer Name <b>and</b> Ticker or Trading Symbol Manning & Napier, Inc. [MN]				5. Relationship of Reporting Person(s) to Issuer					
(Last)							(Check all applicable)			
290 WOODCLIFF DRIVE			(Month/Day/Year) 03/31/2015				X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
FAIRPORT, N	Y 14450						Person	whole than one R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Fransaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report	on a separate line	for each cl	ass of sec	urities bene	eficially ow	ned directly	or indirectly.			
					inforn requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Ι
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disp	uired (A) or posed of (D) tr. 3, 4, and				(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Units $(1)$ (2)	\$ 0.53	03/31/2015		J		249,788	(3)	<u>(3)</u>	Class A Common Stock, \$0.01 par value	249,788

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Cunningham Patrick 290 WOODCLIFF DRIVE FAIRPORT, NY 14450	Х		Chief Executive Officer				
Signatures							
/s/ Sarah C. Turner, Attorney-in-Fact		04/01/201	5				
**Signature of Reporting Person		Date					

## **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 Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 85.33% of the issued and

(1) Foldings, are owned by Winnam Maining, (b) Class A units of Group Holdings representing approximately 85.55% 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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