

Manning & Napier, Inc.
Form 4
May 03, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coons Jeffrey S.

(Last) (First) (Middle)

C/O MANNING & NAPIER, 290
WOODCLIFF DRIVE

(Street)

FAIRPORT, NY 14450

(City) (State) (Zip)

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

Manning & Napier, Inc. [MN]

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

04/29/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock, par value \$0.01	04/30/2016		M		25,559	A	<u>11</u>	30,559	D
Class A Common Stock, par value \$0.01	05/02/2016		F		9,284	D	\$ 8.55	21,275	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	04/30/2016		M	25,559	(2) (2)	Class A Common Stock 25,559
Class A Units (3) (4)	\$ 7.64	04/29/2016		J	415,289	(5) (5)	Class A Common Stock, \$0.01 par value 415,289

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coons Jeffrey S. C/O MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT, NY 14450			President	

Signatures

/s/ Sarah C. Turner,
attorney-in-fact

05/03/2016

__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).

(1) Restricted stock units convert to common stock on a one-for-one basis.

(2) On April 30, 2013, the reporting person was granted 25,559 restricted stock units, which vested on April 30, 2016.

(3) 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 27.27% of the voting and economic rights of Group Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 84.69% of the issued and

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outstanding Class A units of Group Holdings, which represents approximately 61.59% 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 15.31% of the issued and outstanding Class A units of Group Holdings, which represents approximately 11.14% 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. Each Class A Unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer based on the selling schedule set forth in that certain Exchange Agreement, entered into as of November 23, 2011, by and among the Issuer, Group Holdings, Manning & Napier Capital Company, LLC and other parties thereto (filed as Exhibit 10.3 to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (File No. 001-35355)).
- (4)
 - (5) 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.