

MAYER MARC O  
Form 4  
February 01, 2019

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MAYER MARC O**

(Last) (First) (Middle)

**C/O MANNING & NAPIER,  
INC., 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)

**01/30/2019**

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)

Chief Executive 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**

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 Ownership (Instr. 4)
Class A Common Stock, par value \$0.01	01/30/2019		A	375,000 (1)	A \$ 0 375,000	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  
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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 of Number of Shares
Employee Stock Option (right to buy)	\$ 2.01	01/30/2019		A	500,000	(2) (3)	Class A Common Stock 500,000
Employee Stock Option (right to buy)	\$ 2.01	01/30/2019		A	3,000,000	(4) (3)	Class A Common Stock 3,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAYER MARC O C/O MANNING & NAPIER, INC. 290 WOODCLIFF DRIVE FAIRPORT, NY 14450	Chief Executive Officer

## Signatures

/s/ Sarah C. Turner,  
attorney-in-fact 02/01/2019

\*\*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) Includes 125,000 shares of common stock and 250,000 restricted stock units that will convert to common stock on a one-for-one basis as follows: (i) 125,000 shares will vest on December 31, 2019, and (ii) 125,000 shares will vest on December 31, 2020.
- (2) The options will vest ratably over a three-year period, with one-third vesting on January 1, 2020, an additional one-third vesting on January 1, 2021, and the remaining one-third vesting on January 1, 2022.
- (3) The options shall terminate and become null and void at the close of business on the date that is the fourth anniversary of the applicable vesting date.
- (4) The option becomes exercisable, if at all, if the average closing price per share of Class A Common stock of the Company equals or exceeds the applicable target price per share for 20 consecutive trading days on or before the applicable dates as follows: (i) 400,000 shares if the target price of \$3.25 is reached by December 31, 2021, (ii) 289,000 shares at each of the following target prices and target

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dates: \$3.75 by December 31, 2021, \$4.25 by December 31, 2022, \$4.75 by December 31, 2022, \$5.25 by December 31, 2023, \$5.75 by December 31, 2023, \$6.25 by December 31, 2024, \$6.75 by December 31, 2024, \$7.25 by December 31, 2025; and (iii) 288,000 shares if the target price of \$7.75 is reached by December 31, 2025.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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