

AFFILIATED MANAGERS GROUP, INC.  
Form 8-K  
June 13, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **June 12, 2018**

**Affiliated Managers Group, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-13459**  
(Commission File Number)

**04-3218510**  
(IRS Employer Identification No.)

**777 South Flagler Drive**  
**West Palm Beach, Florida**  
(Address of Principal Executive Offices)

**33401**  
(Zip Code)

**(800) 345-1100**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Edgar Filing: AFFILIATED MANAGERS GROUP, INC. - Form 8-K

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of Affiliated Managers Group, Inc. (the Company) was held on June 12, 2018. At that meeting, the stockholders considered and acted upon the following proposals:

1. **The Election of Directors.** The stockholders elected the following individuals to serve as directors until the 2019 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. Each nominee was approved by the stockholders by the affirmative vote of at least 97% of the votes cast. The table below sets forth the voting results for each director:

|                     | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---------------------|------------------|----------------------|--------------------|-------------------------|
| Samuel T. Byrne     | 46,228,918       | 461,321              | 18,388             | 2,206,414               |
| Dwight D. Churchill | 46,445,418       | 244,809              | 18,400             | 2,206,414               |
| Glenn Earle         | 46,244,249       | 445,985              | 18,393             | 2,206,414               |
| Niall Ferguson      | 46,077,002       | 505,682              | 125,941            | 2,206,416               |
| Sean M. Healey      | 45,309,936       | 1,106,818            | 291,873            | 2,206,414               |
| Tracy P. Palandjian | 46,284,564       | 299,299              | 124,763            | 2,206,415               |
| Patrick T. Ryan     | 45,649,390       | 1,040,949            | 18,288             | 2,206,414               |
| Karen L. Yerburgh   | 46,357,294       | 333,201              | 18,131             | 2,206,415               |
| Jide J. Zeitlin     | 45,772,054       | 918,763              | 17,809             | 2,206,415               |

2. **Non-Binding Advisory Vote on Executive Compensation.** The stockholders voted to approve, by a non-binding advisory vote, the compensation of the Company's named executive officers by the affirmative vote of approximately 94% of the votes cast. The table below sets forth the voting results:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 42,392,239       | 2,572,329            | 1,743,995          | 2,206,478               |

3. **The Ratification of the Selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the Current Fiscal Year.** The stockholders voted to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year. The proposal was approved by the stockholders by the affirmative vote of approximately 98% of the votes cast. The table below sets forth the voting results:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 47,612,477       | 1,157,054            | 145,510            |

4. **The Election of Nathaniel Dalton as an Additional Director.** The stockholders elected Mr. Dalton to serve as a director until the 2019 Annual Meeting of Stockholders and until his successor is duly elected and qualified. Mr. Dalton's election was approved by the stockholders by the affirmative vote of approximately 99% of the votes cast. The table below sets forth the voting results:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 45,774,738       | 128,404              | 15,168             | 2,996,731               |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AFFILIATED MANAGERS GROUP, INC.

Date: June 13, 2018

By: /s/ David M. Billings  
Name: David M. Billings  
Title: General Counsel and Secretary