

AFFILIATED MANAGERS GROUP INC

Form 8-K

February 15, 2008

**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) **February 13, 2008**

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.)

600 Hale Street

Prides Crossing, Massachusetts

(Address of Principal Executive Offices)

01965

(Zip Code)

(617) 747-3300

(Registrant's Telephone Number, Including Area Code)

N/A

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

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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):

- 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))
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ITEM 3.02 Unregistered Sales of Equity Securities

Pursuant to an agreement that became effective February 13, 2008, Affiliated Managers Group, Inc. (AMG) issued approximately 365,500 shares of its common stock, par value \$0.01 per share, on February 14, 2008 in exchange for \$28,750,000 of Income PRIDES issued February 2004 held by a certain institutional holder. AMG did not receive any cash proceeds as a result of the exchange. The exchanged Income PRIDES were retired and cancelled.

The issuance of the shares of AMG common stock in this exchange was made by AMG pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended (the Securities Act), contained in Section 4(2) of such act on the basis that the exchange did not involve a public offering.

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: February 15, 2008

By: /s/ John Kingston, III
Name: John Kingston, III
Title: Executive Vice President, General
Counsel and Secretary