

AFFILIATED MANAGERS GROUP INC  
Form 8-K  
April 30, 2013

**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) **April 30, 2013**

**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)

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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):

- 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 1.01**                      **Entry into a Material Definitive Agreement.**

On April 30, 2013, Affiliated Managers Group, Inc. (the Company) entered into a five-year senior unsecured revolving credit facility permitting borrowings of up to \$1.25 billion (the Credit Facility) with Bank of America, N.A., as administrative agent, and the several lenders from time to time party thereto. The Credit Facility refinances the Company's existing amended and restated revolving credit facility and term loan facility. Subject to certain conditions, the Company may increase the Credit Facility by up to \$500 million.

The Credit Facility contains financial covenants with respect to leverage and interest coverage, as well as customary affirmative and negative covenants, including limitations on priority indebtedness, liens, cash dividends, asset dispositions, and fundamental corporate changes, and certain customary events of default.

This description is a summary and is qualified in its entirety by reference to the full text of the Credit Facility, which is attached to this Current Report on Form 8-K as Exhibit 10.1.

**ITEM 2.03**                      **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 relating to the creation of a direct financial obligation with respect to the Credit Facility is incorporated by reference into this Item 2.03.

**ITEM 9.01**                      **Financial Statements and Exhibits.**

(d)                      Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Credit Agreement dated as of April 30, 2013 among Affiliated Managers Group, Inc., the several banks and other financial institutions from time to time party thereto as lenders and Bank of America, N.A., as Administrative Agent, and the exhibits and schedules thereto. |

**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: April 30, 2013

|     |                        |   |
|-----|------------------------|---|
| By: | /s/ John Kingston, III |   |
|     | Name:                  | John Kingston, III                              |
|     | Title:                 | Vice Chairman,<br>General Counsel and Secretary |

**EXHIBIT INDEX**

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