

Manning & Napier, Inc.  
Form 8-K  
April 01, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 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): March 29, 2013

**MANNING & NAPIER, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35355**  
(Commission  
File Number)

**45-2609100**  
(I.R.S. Employer  
Identification Number)

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**290 Woodcliff Drive, Fairport, New York 14450**

**(Address of principal executive offices and zip code)**

**(585) 325-6880**

**(Registrant's telephone number, including area code)**

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:

- .. 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))

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

On March 29, 2013, M&N Group Holdings, LLC ( Group Holdings ) and Manning & Napier Group, LLC ( Group ), of which Manning & Napier, Inc. (the Registrant ) is the managing member and a holder of its Class A units, entered into a Redemption Agreement (the Redemption Agreement ) whereby Group redeemed 498,497 Class A units held by Group Holdings in exchange for the redemption price of \$7,412,650.39 (the Exchange ). Such Exchange took place as a result of the existing exchange agreement established during the Registrant s initial public offering, which provided the Registrant s founder, management team and certain other employees the opportunity to exchange on an annual basis a portion of their interests in Group for either cash or shares of the Registrant s Class A common stock. Subsequent to the Exchange, the Class A units were retired. As a result of the exchange, the Company s ownership interest in Group has correspondingly increased.

A copy of the Redemption Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On April 1, 2013, Manning & Napier, Inc. issued a press release announcing the Exchange. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
10.1	Redemption Agreement between M&N Group Holdings, LLC and Manning & Napier Group, LLC, dated March 29, 2013
99.1	Press Release issued by Manning & Napier, Inc. on April 1, 2013.

**SIGNATURES**

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

Manning & Napier, Inc.

Date: April 1, 2013

By: /s/ Patrick Cunningham

Name: Patrick Cunningham

Title: Chief Executive Officer