## Edgar Filing: Manning & Napier, Inc. - Form 4

| Manning & Napier, Inc.<br>Form 4<br>April 04, 2017   |   |   |   |  |  |  |
|--|---|---|---|--|--|--|
|  | CD STATES SE  | CURITIES AND EXCHANGE<br>Washington, D.C. 20549   | E COMMISSION  | OMB APPROVAL   |  |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b). | Number:3235-0287Expires:January 31,<br>2005Estimated average<br>burden hours per<br>response0.5 |   |   |  |  |  |
| (Print or Type Responses)  |   |   |   |  |  |  |
| 1. Name and Address of Repor<br>Galusha Beth H.  | Sym   | Issuer Name <b>and</b> Ticker or Trading<br>nbol<br>anning & Napier, Inc. [MN]  | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                                 |  |  |  |
| (Last) (First)<br>C/O MANNING & NAP<br>WOODCLIFF DRIVE   | (Mo   | Date of Earliest Transaction<br>onth/Day/Year)<br>/31/2017  | Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>Principal Financial Officer    |  |  |  |
| (Street)<br>FAIRPORT, NY 14450   | 4. If<br>File   | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul> |   |  |  |  |
| (City) (State)   | (Zip)   | Table I - Non-Derivative Securities   | Acquired, Disposed of,  | , or Beneficially Owned  |  |  |
| 1.Title of<br>Security<br>(Instr. 3)2. Transaction E<br>(Month/Day/Yes)  | any   | 3. 4. Securities<br>e, if TransactionAcquired (A) or<br>Code Disposed of (D)<br>ear) (Instr. 8) (Instr. 3, 4 and 5)<br>(A)<br>or<br>Code V Amount (D) Price   | SecuritiesFormulaBeneficially(II)Owned(II)Following(II)ReportedTransaction(s)(Instr. 3 and 4)                 | Ownership7. Nature oform: DirectIndirectO) or IndirectBeneficial)Ownershipnstr. 4)(Instr. 4) |  |  |
| Reminder: Report on a separate   | line for each class o   | information con<br>required to resp   | or indirectly.<br>spond to the collect<br>tained in this form a<br>ond unless the form<br>ntly valid OMB cont | are not (9-02)<br>1  |  |  |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8 |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities  | I |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)       | S |

8. D Se

| (Instr. 3)                  | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) | Disp | uired (A) or<br>losed of (D)<br>r. 3, 4, and |                     |                    |  | (                                |
|-----------------------------|------------------------------------|------------|------------------|------------|------|--|---------------------|--------------------|--|----------------------------------|
|                             |                                    |            |                  | Code V     | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |
| Class A<br>Units (1)<br>(2) | \$ 5.32                            | 03/31/2017 |                  | J          |      | 107,461                                      | (3)                 | <u>(3)</u>         | Class A<br>Common<br>Stock,<br>\$0.01 par<br>value | 107,461                          |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |            |                             |       |  |
|--|---------------|------------|-----------------------------|-------|--|
|  | Director      | 10% Owner  | Officer                     | Other |  |
| Galusha Beth H.<br>C/O MANNING & NAPIER<br>290 WOODCLIFF DRIVE<br>FAIRPORT, NY 14450 |               |            | Principal Financial Officer |       |  |
| Signatures   |               |            |                             |       |  |
| /s/ Sarah C. Turner,   |               | 04/04/0015 |                             |       |  |

Date

attorney-in-fact 04/04/2017

<u>\*\*</u>Signature of Reporting Person

## **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).

Represents Class A units of Manning & Napier Group, LLC ("Group") that are owned directly by M&N Group Holdings, LLC ("Group Holdings"). Group Holdings is owned as follows: (a) Class B units of Group Holdings representing approximately 100% of the issued and outstanding Class B units of Group Holdings, which represents approximately 28.05% of the voting and economic rights of Group Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 84.08% of the issued and

(1) Flotdings, are owned by Winnam Maining, (b) Class A units of Group Flotdings representing approximately 64.05% of the issued and outstanding Class A units of Group Holdings, which represents approximately 60.50% of the voting and economic rights of Group Holdings, are owned by MNA Advisors, Inc. ("Advisors") and (c) Class A units of Group Holdings representing approximately 15.92% of the issued and outstanding Class A units of Group Holdings, which represents approximately 11.45% of the voting and economic rights of Group Holdings, are owned by Manning & Napier Associates, LLC.

The number of derivative securities shown is the number of Class A Units of Group directly owned by Group Holdings that are attributable to the interests of the Reporting Person as an owner of equity interests of Advisors. Each Class A Unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer based on the selling schedule set forth in Footnote (3) and in

- (2) the right to receive easily of one share of Class A common stock of the issuer based on the sching schedule set forth in Footbole (5) and in that certain Exchange Agreement, entered into as of November 23, 2011, by and among the Issuer, Group Holdings, Manning & Napier Capital Company, LLC and other parties thereto (filed as Exhibit 10.3 to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (File No. 001-35355 )).
- (3) Class A units of Group are subject to an annual exchange process that includes certain aggregate limits set forth in the Advisors Shareholder Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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