Manning & Napier, Inc. Form 4 April 04, 2017

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> Galusha Beth H.

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

Manning & Napier, Inc. [MN]

3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner \_\_\_ X\_ Officer (give title \_\_\_\_ Other (specify

C/O MANNING & NAPIER, 290 WOODCLIFF DRIVE

(First)

(Street)

(Middle)

4. If Amendment, Date Original

Principal Financial Officer

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

below)

FAIRPORT, NY 14450

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

(A) Reported
or (Instr. 3 and 4)

Code V Amount (D) Price (Instr. 3 and

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

8.

D

S

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

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

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Galusha Beth H. C/O MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT, NY 14450

Principal Financial Officer

## **Signatures**

/s/ Sarah C. Turner, attorney-in-fact

04/04/2017

\*\*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

- (1) Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 84.08% 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 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)).
- 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.

Reporting Owners 2