

AFFILIATED MANAGERS GROUP, INC.
Form 8-K
June 15, 2016

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): **June 14, 2016**

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.)

777 South Flagler Drive
West Palm Beach, Florida
(Address of Principal Executive Offices)

33401
(Zip Code)

(800) 345-1100

(Registrant's Telephone Number, Including Area Code)

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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Affiliated Managers Group, Inc. (the Company) was held on June 14, 2016. At that meeting, the stockholders considered and acted upon the following proposals:

1. The Election of Directors. The stockholders elected the following individuals to serve as directors until the 2017 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. Each nominee was approved by the stockholders by the affirmative vote of at least 98% of the votes cast. The table below sets forth the voting results for each director:

| | Votes For | Votes Against | Abstentions |
|---------------------|------------------|----------------------|--------------------|
| Samuel T. Byrne | 45,797,828 | 601,000 | 15,051 |
| Dwight D. Churchill | 46,035,863 | 362,939 | 15,077 |
| Glenn Earle | 46,005,077 | 393,690 | 15,112 |
| Niall Ferguson | 46,220,051 | 178,509 | 15,319 |
| Sean M. Healey | 45,455,759 | 919,046 | 39,074 |
| Tracy P. Palandjian | 46,049,898 | 349,017 | 14,964 |
| Patrick T. Ryan | 45,756,841 | 628,419 | 28,619 |
| Jide J. Zeitlin | 45,855,342 | 543,446 | 15,091 |

2. Non-Binding Advisory Vote on Executive Compensation. The stockholders voted to approve, by a non-binding advisory vote, the compensation of the Company's named executive officers by the affirmative vote of approximately 92% of the votes cast. The table below sets forth the voting results:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 42,455,571 | 3,911,511 | 46,797 |

3. The Ratification of the Selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the Current Fiscal Year. The stockholders voted to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year. The proposal was approved by the stockholders by the affirmative vote of approximately 97% of the votes cast. The table below sets forth the voting results:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 46,709,457 | 1,614,347 | 14,689 |

In addition, in the case of each of proposals one and two, the number of broker non-votes was 1,924,614. There were no broker non-votes on proposal three.

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: June 15, 2016

By: /s/ David M. Billings
Name: David M. Billings
Title: General Counsel and Secretary