

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AFFILIATED MANAGERS GROUP, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE 04-3218510
(State of incorporation) (I.R.S. Employer Identification Number)

TWO INTERNATIONAL PLACE, 23RD FLOOR
BOSTON, MASSACHUSETTS 02110
(617) 747-3300

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

AFFILIATED MANAGERS GROUP, INC.
AMENDED AND RESTATED
1997 STOCK OPTION AND INCENTIVE PLAN
(Full Title of the Plan)

WILLIAM J. NUTT
PRESIDENT, CHIEF EXECUTIVE OFFICER
AND CHAIRMAN OF THE BOARD
AFFILIATED MANAGERS GROUP, INC.
TWO INTERNATIONAL PLACE, 23RD FLOOR
BOSTON, MASSACHUSETTS 02110
(617) 747-3300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:
Martin Carmichael III, P.C.
Elizabeth Shea Fries, Esq.
GOODWIN, PROCTER & HOAR LLP
Exchange Place
53 State Street
Boston, Massachusetts 02109-2881
(617) 570-1000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES BEING REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.01 per share	1,500,000 shares (1)	\$29.09375(2)	\$43,640,625	\$12,133

(1) Plus such additional number of shares as may be issued pursuant to the Affiliated Managers Group, Inc. Amended and Restated 1997 Stock Option and Incentive Plan in the event of a stock dividend, stock split, split-up, recapitalization or other similar event.

(2) This estimate is based on the average of the high and low sales prices on the New York Stock Exchange of the Common Stock of Affiliated Managers Group, Inc. on July 29, 1999 pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for purposes of determining the registration fee.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The contents of the Registration Statement on Form S-8 filed by Affiliated Managers Group, Inc. with the Securities and Exchange Commission (File No. 333-72967) pursuant to the Securities Act of 1933, as amended, on February 25, 1999, including the exhibits thereto, are incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on August 4, 1999.

AFFILIATED MANAGERS GROUP, INC.

By: /s/ Darrell W. Crate

 Name: Darrell W. Crate
 Title: Senior Vice President
 and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and directors of Affiliated Managers Group, Inc., hereby severally constitute William J. Nutt, Sean M. Healey and Nathaniel Dalton, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement filed herewith and any and all amendments to said registration statement, and generally to do all such things in our names and in our capacities as officers and directors to enable Affiliated Managers Group, Inc. to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----	DATE ----
/s/ William J. Nutt ----- William J. Nutt	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	July 30, 1999
/s/ Darrell W. Crate ----- Darrell W. Crate	Senior Vice President and Chief Financial Officer (Principal Financial and Principal Accounting Officer)	July 30, 1999
/s/ Richard E. Floor ----- Richard E. Floor	Director	July 30, 1999
/s/ P. Andrews McLane ----- P. Andrews McLane	Director	July 30, 1999
/s/ John M. B. O'Connor ----- John M. B. O'Connor	Director	July 30, 1999
/s/ William F. Weld ----- William F. Weld	Director	July 30, 1999

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
5.1	Opinion of Goodwin, Procter & Hoar LLP as to the legality of the securities being registered
23.1	Consent of Goodwin, Procter & Hoar LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Powers of Attorney (included on page 3 of this registration statement)

Exhibit 5.1

GOODWIN, PROCTER & HOAR LLP
COUNSELLORS AT LAW
EXCHANGE PLACE
BOSTON, MASSACHUSETTS 02109-2881

August 4, 1999

Affiliated Managers Group, Inc.
Two International Place, 23rd Floor
Boston, Massachusetts 02110

Ladies and Gentlemen:

This opinion is furnished in connection with the registration, pursuant to the Securities Act of 1933, as amended (the "Act"), of 1,500,000 shares of Common Stock, par value \$.01 per share (the "Shares"), of Affiliated Managers Group, Inc., a Delaware corporation (the "Company").

In connection with rendering this opinion, we have examined the Certificate of Incorporation and ByLaws of the Company, each as amended to date; such records of the corporate proceedings of the Company as we deemed material; a registration statement on Form S-8 under the Act relating to the Shares (the "Registration Statement") and the prospectus contained therein (the "Prospectus"); the Affiliated Managers Group, Inc. Amended and Restated 1997 Stock Option and Incentive Plan; and such other certificates, receipts, records and documents as we considered necessary for the purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as certified, photostatic or facsimile copies, the authenticity of the originals of such copies and the authenticity of telephonic confirmations of public officials and others. As to facts material to our opinion, we have relied upon certificates or telephonic confirmations of public officials and certificates, documents, statements and other information of the Company or representatives or officers thereof.

We are attorneys admitted to practice in The Commonwealth of Massachusetts. We express no opinion concerning the laws of any jurisdictions other than the laws of the United States of America and The Commonwealth of Massachusetts and the General Corporation Law of the State of Delaware.

Based upon the foregoing, we are of the opinion that when the Shares have been issued and paid for in accordance with the terms of the Prospectus, the Shares will be validly issued, fully paid and nonassessable shares of Common Stock.

The foregoing assumes that all requisite steps will be taken to comply with the requirements of the Act and applicable requirements of state laws regulating the offer and sale of securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours

/s/ GOODWIN, PROCTER & HOAR LLP

GOODWIN, PROCTER & HOAR LLP

Exhibit 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 (File No. 333-) of our reports dated March 22, 1999, on our audit of the consolidated financial statements and financial statement schedule of Affiliated Managers Group, Inc.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Boston, Massachusetts
August 4, 1999