FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|---|--|--|---------|---|--|---|-----------------|---|--------|-------------------|--|--|---|---|-------------------------------------|--|---------------------------------------|--|
| Name and Address of Reporting Person* Palandian Tracky P. | | | | | | | 2. Issuer Name and Ticker or Trading Symbol AFFILIATED MANAGERS GROUP, INC. | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| <u>Palandjian Tracy P.</u> | | | | | [AMG] | | | | | | | | X Direct | or | | 10% O | wner | | |
| (Last) (First) (Middle) | | | | | | [| | | | | | | | Office below | r (give title) | | Other (s | specify | |
| C/O AFFILIATED MANAGERS GROUP, INC. | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | | | | | |
| 777 SOUTH FLAGLER DRIVE | | | | | | 02/04/2020 | | | | | | | | | | | | | |
| (Street) | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | |
| WEST PALM | | | | | | | | | | | -" | | | | | | | | |
| BEACH | F) | <u>. </u> | 33401 | | | | | | | | | | Form filed by More than One Reporting Person | | | orting | | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | | | |
| | | Tab | le I - Non | -Deriva | ative | Se | curitie | s Ac | quired, | Dis | posed o | of, or Be | neficia | lly Owne | d | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | | Execution Date, | | | Code (Instr. 5) | | | | | Benefic Owned | ies Foi ially (D) Following (I) | | n: Direct r Indirect istr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | Code | v | Amount | (A) o | Price | Transac | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | | |
| | | 7 | Table II - I | | | | | | uired, D s, option | | | | | y Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution I if any (Month/Day | Date, T | I. Fransaction Code (Instr. 3) | | | | 6. Date Exercis Expiration Date (Month/Day/Ye | | | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | | c | Code | v | (A) | (D) | Date Exercisabl | | xpiration late | Title | Amount or Number of Shares | | | | | | |
| Director Stock Option (Right to Buy) | \$82.07 | 02/04/2020 | | | A | | 2,958 | | (1) | 0 | 2/04/2027 | Common Stock | 2,958 | \$0 | 2,958 | | D | | |
| Stock | (2) | 02/04/2020 | | | A | | 488 | | (2) | T | (2) | Common | 488 | \$0 | 488 | | D | | |

Explanation of Responses:

- 1. This option is exercisable in 25% increments on each of January 1, 2021, 2022, 2023 and 2024.
- 2. Each stock unit represents a right to receive one share of the Company's common stock upon vesting. The stock units vest in 25% increments on each of January 1, 2021, 2022, 2023 and 2024.

/s/ David M. Billings, Attorney-in-Fact

02/06/2020

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.