

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  
 (State of incorporation)

04-3218510  
 (I.R.S. Employer Identification No.)

600 HALE STREET  
 PRIDES CROSSING, MASSACHUSETTS 01965  
 (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  
 CHIEF EXECUTIVE OFFICER  
 AND CHAIRMAN OF THE BOARD  
 AFFILIATED MANAGERS GROUP, INC.  
 600 HALE STREET  
 PRIDES CROSSING, MASSACHUSETTS 01965  
 (617) 747-3300

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

WITH A COPY TO:  
 MARTIN CARMICHAEL III, P.C.  
 GOODWIN PROCTER LLP  
 EXCHANGE PLACE  
 53 STATE STREET  
 BOSTON, MASSACHUSETTS 02109-2881  
 (617) 570-1000

CALCULATION OF REGISTRATION FEE

Title of Shares 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	2,000,000 shares (1)	\$42.92(2)	\$85,840,000	\$7,897.28

- (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 October 11, 2002 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 Prides Crossing, The Commonwealth of Massachusetts, on October 18, 2002.

AFFILIATED MANAGERS GROUP, INC.

By: /s/ Darrell W. Crate

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 Darrell W. Crate  
 Executive Vice President, Chief Financial  
 Officer and Treasurer

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 Darrell W. Crate, and each of them singly, our true and lawful attorney 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	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	October 18, 2002
/s/ Darrell W. Crate ----- Darrell W. Crate	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	October 18, 2002
/s/ Sean M. Healey ----- Sean M. Healey	President, Chief Operating Officer and Director	October 18, 2002
/s/ Richard E. Floor ----- Richard E. Floor	Director	October 18, 2002
/s/ Stephen J. Lockwood ----- Stephen J. Lockwood	Director	October 18, 2002
/s/ Harold J. Meyerman ----- Harold J. Meyerman	Director	October 18, 2002
/s/ Rita M. Rodriguez ----- Rita M. Rodriguez	Director	October 18, 2002
/s/ William F. Weld ----- William F. Weld	Director	October 18, 2002

EXHIBIT INDEX

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

[LETTERHEAD OF GOODWIN PROCTER LLP]

October 18, 2002

Affiliated Managers Group, Inc.  
600 Hale Street  
Prides Crossing, Massachusetts 01965

Ladies and Gentlemen:

This opinion is furnished in connection with the registration, pursuant to the Securities Act of 1933, as amended (the "Act"), of 2,000,000 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 By-Laws 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, 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 LLP  
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GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 28, 2002, relating to the consolidated financial statements, which appear in Affiliated Managers Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001.

/s/ PricewaterhouseCoopers LLP

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PricewaterhouseCoopers LLP

Boston, Massachusetts  
October 18, 2002