
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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): **February 25, 2004**

AFFILIATED MANAGERS GROUP, INC.

(Exact name of Registrant as specified in charter)

Delaware

(State or other jurisdiction of
incorporation)

001-13459

(Commission file number)

04-3218510

(IRS employer identification no.)

600 Hale Street

Prides Crossing, Massachusetts

(Address of principal executive offices)

01965

(Zip Code)

(617) 747-3300

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

See the Exhibit Index attached hereto and incorporated by reference herein.

ITEM 9. REGULATION FD DISCLOSURE.

On February 25, 2004, Affiliated Managers Group, Inc. (the "Company") announced that it had sold an additional \$50 million of mandatory convertible securities (the "PRIDES"), which, combined with the previously announced sale of \$250 million of PRIDES, resulted in an aggregate PRIDES placement of \$300 million. As previously announced, the PRIDES were priced at \$1,000 per unit, with an effective coupon of 6.65 percent and a conversion premium of 53%.

The PRIDES have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This report does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any offer of the PRIDES was made only by means of the private offering memorandum.

A copy of the press release announcing the additional PRIDES closing is attached hereto as Exhibit 99.1 and incorporated by reference herein. By this filing, the Company is not establishing the practice of filing all press releases in the future and may discontinue such filings at any time.

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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: March 2, 2004

By: /s/ Darrell W. Crate

Darrell W. Crate
Executive Vice President and Chief
Financial Officer

Exhibit Index

99.1 Press Release issued February 25, 2004.



AFFILIATED MANAGERS GROUP, INC.

Contact: Darrell W. Crate
Affiliated Managers Group, Inc.
(617) 747-3300

AMG Completes Sale of Mandatory Convertible Securities

Boston, MA, February 25, 2004 – Affiliated Managers Group, Inc. (NYSE: AMG) announced that it has sold an additional \$50 million of mandatory convertible securities (“PRIDES”), which, combined with the recently announced sale of \$250 million of PRIDES, resulted in an aggregate PRIDES placement of \$300 million. Each PRIDE consists of a forward purchase contract for a specified number of shares of AMG Common Stock and senior, unsecured notes. As previously announced, the PRIDES were priced at \$1,000 per unit, with an effective coupon of 6.65 percent and a conversion premium of 53%.

Neither the PRIDES nor the shares issuable upon settlement of the forward purchase contracts under the PRIDES have been registered under the Securities Act of 1933 or any state securities laws and, unless so registered, may not be offered or sold in the United States or any state absent registration or an applicable exemption from registration requirements.

AMG is an asset management company that acquires and holds majority equity investments in a diverse group of mid-sized investment management firms. Pro forma for its pending investment in Genesis Asset Managers, AMG’s affiliated investment management firms managed approximately \$100 billion in assets as of December 31, 2003.

Certain matters discussed in this press release may constitute forward-looking statements within the meaning of the federal securities laws. Actual results and the timing of certain events could differ materially from those projected in or contemplated by the forward-looking statements due to a number of factors, including changes in the securities or financial markets or in general economic conditions, the availability of equity and debt financing, competition for acquisitions of interests in investment management firms, the ability to complete pending acquisitions, the investment performance of our Affiliates and their ability to effectively market their investment strategies, and other risks detailed from time to time in AMG’s filings with the Securities and Exchange Commission. Reference is hereby made to the “Cautionary Statements” set forth in the Company’s Form 10-K for the year ended December 31, 2002.

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For more information on the financial impact of these Agreements and on Affiliated Managers Group, Inc., please visit AMG’s Web site at www.amg.com.
