

**UNITED STATES  
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): **May 1, 2017**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**ITEM 2.02 Results of Operations and Financial Condition.**

On May 1, 2017, Affiliated Managers Group, Inc. (the “Company”) issued a press release setting forth its financial and operating results for the quarter ended March 31, 2017. A copy of this press release is furnished as Exhibit 99.1 hereto, except for such portions which are filed, as noted below under Item 9.01.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The financial statement tables set forth on pages 4 through 11 in Exhibit 99.1 hereto are “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall be deemed incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended. The remaining information in Exhibit 99.1 is being “furnished” to the Securities and Exchange Commission as provided pursuant to General Instruction B.2 of Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Earnings Press Release issued by the Company on May 1, 2017.

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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: May 1, 2017

By: /s/ David M. Billings

Name: David M. Billings

Title: General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Earnings Press Release issued by the Company on May 1, 2017.



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**AMG Reports Financial and Operating Results  
for the First Quarter of 2017**

*Company Reports EPS of \$2.13; Economic EPS of \$3.21*

**WEST PALM BEACH, FL, May 1, 2017** — Affiliated Managers Group, Inc. (NYSE:AMG) today reported its financial and operating results for the quarter ended March 31, 2017.

For the first quarter of 2017, diluted earnings per share were \$2.13, compared to \$1.90 for the same period of 2016, and Economic earnings per share (“Economic EPS”) were \$3.21, compared to \$2.92 for the same period of 2016. For the first quarter of 2017, Net income was \$122.5 million, compared to \$104.0 million for the same period of 2016. For the first quarter of 2017, Economic net income was \$183.2 million, compared to \$159.3 million for the same period of 2016. For the first quarter of 2017, Adjusted EBITDA was \$243.8 million, compared to \$215.7 million for the same period of 2016. For the first quarter of 2017, Revenue was \$544.3 million, compared to \$545.4 million for the same period of 2016. For the first quarter of 2017, Aggregate revenue, which includes revenue from consolidated Affiliates as well as Equity method revenue (which represents asset-based fees and performance fees earned by Affiliates accounted for under the equity method), was \$1.4 billion, compared to \$1.0 billion for the same period of 2016. (Economic EPS, Economic net income, and Adjusted EBITDA are defined in the attached tables, along with reconciliations to the most directly comparable GAAP measure.)

Net client cash flows for the first quarter of 2017 were \$(1.3) billion. AMG’s aggregate assets under management were approximately \$754 billion at March 31, 2017.

AMG repurchased approximately \$80 million in stock, or 0.5 million common shares, during the first quarter of 2017. The Company initiated a cash dividend in the first quarter, and today, announced a second-quarter cash dividend of \$0.20 per common share, payable May 25, 2017 to stockholders of record as of the close of business on May 11, 2017.

“AMG had a strong start to 2017, including year-over-year growth of 10% in our Economic earnings per share, which were \$3.21 for the first quarter,” stated Sean M. Healey, Chairman and Chief Executive Officer of AMG. “Through successful execution across all aspects of our growth strategy, our assets under management have grown 17% since the first quarter of 2016 to a record \$754 billion – reflecting positive organic growth from net client cash flows over the period, the long-term track records of alpha generation by our Affiliates, and the addition of excellent new Affiliates.”

“Our positive net flows into alternative strategies were offset by elevated outflows from U.S. equity strategies, resulting in modest outflows overall for the quarter,” Mr. Healey continued. “Our Affiliates generated excellent investment performance across their industry-leading product sets, particularly in alternatives and global equities. We continue to see strong client demand across a diverse array of liquid and illiquid alternative strategies, and while our Affiliates’ equity products saw overall outflows during the quarter, client appetite remains robust for differentiated equity strategies focused on non-U.S. markets. Lower correlations, higher volatility, and the shift from monetary to fiscal policy worldwide will favor the abilities of skilled active managers, providing an increasingly constructive environment for performance-oriented managers running truly active strategies to generate excess returns. As global clients continue to seek outperformance from value-added strategies for the alpha portions of their portfolios, the best alpha managers will gain increasing market share, and given their long-term records of investment outperformance in attractive return-oriented areas, we expect our Affiliates to benefit from this trend.”

“Finally, we have an outstanding ongoing opportunity to enhance our earnings growth and the diversity of our business through accretive investments in new Affiliates. With our unique competitive position and track record of successful partnerships, our opportunity set remains unmatched in the industry. Through our disciplined commitment to prudent capital allocation, consistent return of capital to shareholders, and enhancing the organic growth of our Affiliates, we are positioned to generate substantial shareholder value ahead.”

## **About AMG**

AMG is a global asset management company with equity investments in leading boutique investment management firms. AMG’s innovative partnership approach allows each Affiliate’s management team to own significant equity in their firm while maintaining operational autonomy. AMG’s strategy is to generate shareholder value through the growth of existing Affiliates, as well as through investments in new Affiliates and additional investments in existing Affiliates. In addition, AMG provides centralized assistance to its Affiliates in strategic matters, marketing, distribution, product development and operations. As of March 31, 2017, AMG’s aggregate assets under management were approximately \$754 billion in more than 550 investment products across a broad range of investment styles, asset classes, and client types. For more information, please visit the Company’s website at [www.amg.com](http://www.amg.com).

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*Certain matters discussed in this press release may constitute forward-looking statements within the meaning of the federal securities laws. These statements include, but are not limited to, statements related to our expectations regarding the performance of our business, our financial results, our liquidity and capital resources and other non-historical statements. You can identify these forward-looking statements by the use of words such as “outlook,” “guidance,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “seeks,” “approximately,” “predicts,” “projects,” “intends,” “plans,” “estimates,” “pending investments,” “anticipates” or the negative version of these words or other comparable words. 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 close pending investments, the investment performance and growth rates of our Affiliates and their ability to effectively market their investment strategies, the mix of Affiliate contributions to our earnings and other risks, uncertainties and assumptions, including those described under the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016, as such factors may be updated from time to time in our periodic filings with the SEC, which*

are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in our filings with the SEC. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by applicable law.

From time to time, AMG may use its website as a distribution channel of material Company information. AMG routinely posts financial and other important information regarding the Company in the Investor Relations section of its website at [www.amg.com](http://www.amg.com) and encourages investors to consult that section regularly.

### **Financial Tables Follow**

**A teleconference will be held with AMG's management at 8:00 a.m. Eastern time today. Parties interested in listening to the teleconference should dial 1-877-407-8291 (U.S. calls) or 1-201-689-8345 (non-U.S. calls) starting at 7:45 a.m. Eastern time. Those wishing to listen to the teleconference should dial the appropriate number at least ten minutes before the call begins.**

**The teleconference will also be available for replay beginning approximately one hour after the conclusion of the call. To hear a replay of the call, please dial 1-877-660-6853 (U.S. calls) or 1-201-612-7415 (non-U.S. calls) and provide conference ID 13661068. The live call and replay of the session, and additional financial information referenced during the teleconference, can also be accessed via AMG's website at <http://www.amg.com/InvestorRelations/>.**

**AMG**  
**Financial and Operating Measures**  
(in millions, except as noted and per share data)

	<u>Three Months Ended 3/31/16</u>	<u>Three Months Ended 3/31/17</u>
<b>Operating Performance Measures</b>		
Assets under management (at period end, in billions) (A)	\$ 642.0	\$ 753.5
Average assets under management (in billions) (A)	\$ 626.6	\$ 744.5
Revenue	\$ 545.4	\$ 544.3
Equity method revenue (B)	\$ 450.7	\$ 819.7
<b>Financial Performance Measures</b>		
Net income (controlling interest)	\$ 104.0	\$ 122.5
Economic net income (controlling interest) (C)	\$ 159.3	\$ 183.2
Adjusted EBITDA (controlling interest) (D)	\$ 215.7	\$ 243.8
Average shares outstanding (diluted)	56.6	59.2
Earnings per share (diluted)	\$ 1.90	\$ 2.13
Average shares outstanding (adjusted diluted) (E)	54.4	57.0
Economic earnings per share (E)	\$ 2.92	\$ 3.21
	<u>December 31, 2016</u>	<u>March 31, 2017</u>
<b>Balance Sheet Measures</b>		
Cash and cash equivalents	\$ 430.8	\$ 293.6
Senior bank debt	\$ 868.6	\$ 783.7
Senior notes	\$ 939.4	\$ 940.0
Convertible securities	\$ 301.6	\$ 302.3
Stockholders' equity	\$ 3,619.6	\$ 3,584.9



**AMG**  
**Reconciliations of Earnings Per Share Calculation**  
(in millions, except per share data)

	<u>Three Months Ended 3/31/16</u>	<u>Three Months Ended 3/31/17</u>
Net income (controlling interest)	\$ 104.0	\$ 122.5
Convertible securities interest expense, net	<u>3.8</u>	<u>3.8</u>
Net income (controlling interest), as adjusted	\$ 107.8	\$ 126.3
Average shares outstanding (diluted)	56.6	59.2
Earnings per share (diluted)	\$ 1.90	\$ 2.13

**Reconciliations of Average Shares Outstanding**  
(in millions)

	<u>Three Months Ended 3/31/16</u>	<u>Three Months Ended 3/31/17</u>
Average shares outstanding (diluted)	56.6	59.2
Assumed issuance of junior convertible securities shares	<u>(2.2)</u>	<u>(2.2)</u>
Average shares outstanding (adjusted diluted) (E)	<u>54.4</u>	<u>57.0</u>

**AMG**  
**Assets Under Management**  
(in billions)

**Assets Under Management by Strategy**

	<u>Alternatives</u>	<u>Global Equities</u>	<u>U.S. Equities</u>	<u>Multi-asset &amp; Other</u>	<u>Total</u>
Assets under management, December 31, 2016	\$ 252.4	\$ 233.9	\$ 110.1	\$ 92.3	\$ 688.7
Client cash inflows and commitments	12.2	7.8	3.4	4.5	27.9
Client cash outflows and realizations	(8.0)	(8.9)	(8.0)	(4.3)	(29.2)
Net client cash flows	4.2	(1.1)	(4.6)	0.2	(1.3)
New investments	30.6	1.5	—	3.3	35.4
Market changes	3.5	17.4	5.4	3.4	29.7
Foreign exchange	0.9	1.1	—	0.2	2.2
Other	(1.0)	(0.2)	(0.0)	—	(1.2)
Assets under management, March 31, 2017	<u>\$ 290.6</u>	<u>\$ 252.6</u>	<u>\$ 110.9</u>	<u>\$ 99.4</u>	<u>\$ 753.5</u>

**Assets Under Management by Client Type**

	<u>Institutional</u>	<u>Retail</u>	<u>High Net Worth</u>	<u>Total</u>
Assets under management, December 31, 2016	\$ 401.2	\$ 188.3	\$ 99.2	\$ 688.7
Client cash inflows and commitments	11.5	12.3	4.1	27.9
Client cash outflows and realizations	(15.5)	(10.2)	(3.5)	(29.2)
Net client cash flows	(4.0)	2.1	0.6	(1.3)
New investments	31.0	1.2	3.2	35.4
Market changes	16.2	9.3	4.2	29.7
Foreign exchange	1.4	0.7	0.1	2.2
Other	(1.0)	(0.0)	(0.2)	(1.2)
Assets under management, March 31, 2017	<u>\$ 444.8</u>	<u>\$ 201.6</u>	<u>\$ 107.1</u>	<u>\$ 753.5</u>

**AMG**  
**Reconciliations of Supplemental Financial Performance Measures**  
(in millions, except per share data)

	<u>Three Months Ended 3/31/16</u>	<u>Three Months Ended 3/31/17</u>
Net income (controlling interest)	\$ 104.0	\$ 122.5
Intangible amortization and impairments	34.4	38.5
Intangible-related deferred taxes	22.1	19.8
Other economic items (F)	(1.2)	2.4
Economic net income (controlling interest) (C)	<u>\$ 159.3</u>	<u>183.2</u>
Average shares outstanding (adjusted diluted) (E)	54.4	57.0
Economic earnings per share (E)	<u>\$ 2.92</u>	<u>\$ 3.21</u>
Net income (controlling interest)	\$ 104.0	\$ 122.5
Interest expense	22.3	21.9
Imputed interest and contingent payment arrangements	(2.0)	0.8
Income taxes	55.1	57.8
Depreciation and other amortization	1.9	2.3
Intangible amortization and impairments	34.4	38.5
Adjusted EBITDA (controlling interest) (D)	<u>\$ 215.7</u>	<u>\$ 243.8</u>

**AMG**  
**Consolidated Statements of Income**  
(in millions, except per share data)

	Three Months Ended March 31,	
	2016	2017
Revenue	\$ 545.4	\$ 544.3
Operating expenses:		
Compensation and related expenses	226.7	242.0
Selling, general and administrative	95.9	88.7
Intangible amortization and impairments	26.6	21.9
Depreciation and other amortization	5.0	5.2
Other operating expenses, net	12.4	9.9
	<u>366.6</u>	<u>367.7</u>
Operating income	178.8	176.6
Income from equity method investments	68.0	85.9
Other non-operating (income) and expenses:		
Investment and other income	(4.0)	(13.5)
Interest expense	22.3	21.9
Imputed interest expense and contingent payment arrangements (G)	(2.0)	0.8
	<u>16.3</u>	<u>9.2</u>
Income before income taxes	230.5	253.3
Income taxes (H)	57.0	59.7
Net income	173.5	193.6
Net income (non-controlling interests)	(69.5)	(71.1)
Net income (controlling interest)	<u>\$ 104.0</u>	<u>\$ 122.5</u>
Average shares outstanding (basic)	54.0	56.7
Average shares outstanding (diluted)	56.6	59.2
Earnings per share (basic)	\$ 1.93	\$ 2.16
Earnings per share (diluted)	\$ 1.90	\$ 2.13
Dividends per share	\$ —	\$ 0.20

**AMG**  
**Consolidated Balance Sheets**  
(in millions)

	December 31, 2016	March 31, 2017
<b>Assets</b>		
Cash and cash equivalents	\$ 430.8	\$ 293.6
Receivables	383.3	449.0
Investments in marketable securities	122.4	115.5
Other investments	147.5	148.8
Fixed assets, net	110.1	109.1
Goodwill	2,628.1	2,633.7
Acquired client relationships, net	1,497.4	1,482.4
Equity investments in Affiliates	3,368.3	3,298.8
Other assets	61.2	59.2
<b>Total assets</b>	<b>\$ 8,749.1</b>	<b>\$ 8,590.1</b>
<b>Liabilities and Equity</b>		
Payables and accrued liabilities	\$ 729.3	\$ 541.6
Senior bank debt	868.6	783.7
Senior notes	939.4	940.0
Convertible securities	301.6	302.3
Deferred income taxes	660.8	666.7
Other liabilities	149.4	253.3
<b>Total liabilities</b>	<b>3,649.1</b>	<b>3,487.6</b>
Redeemable non-controlling interests	673.5	733.5
Equity:		
Common stock	0.6	0.6
Additional paid-in capital	1,073.5	925.2
Accumulated other comprehensive loss	(122.9)	(108.7)
Retained earnings	3,054.4	3,165.4
	4,005.6	3,982.5
Less: treasury stock, at cost	(386.0)	(397.6)
Total stockholders' equity	3,619.6	3,584.9
Non-controlling interests	806.9	784.1
Total equity	4,426.5	4,369.0
<b>Total liabilities and equity</b>	<b>\$ 8,749.1</b>	<b>\$ 8,590.1</b>

**AMG**  
**Notes**  
(in millions)

- (A) Assets under management is presented on a current basis without regard to the timing of the inclusion of an Affiliate's financial results in our Consolidated Financial Statements. Average assets under management provides a more meaningful relationship to our financial and operating results as it reflects both the particular billing patterns of Affiliate sponsored products and client accounts and corresponds with the timing of the inclusion of an Affiliate's financial results in our Consolidated Financial Statements.
- (B) Equity method revenue consists of asset-based and performance fees earned by our Affiliates accounted for under the equity method. Equity method revenue provides management and investors with additional information on the operating performance of our equity method Affiliates. Equity method revenue is also combined with Revenue to determine Aggregate revenue, which is an aggregate operating measure used by management and investors to evaluate operating performance and material trends across our entire business, regardless of accounting treatment of our Affiliates.
- (C) Under our Economic net income (controlling interest) definition, we add to Net income (controlling interest) our share of pre-tax intangible amortization and impairments (including the portion attributable to equity method investments in Affiliates), deferred taxes related to intangible assets, and other economic items which include non-cash imputed interest (principally related to the accounting for convertible securities and contingent payment arrangements) and certain Affiliate equity expenses. We consider Economic net income (controlling interest) an important measure of our financial performance, as we believe it best represents our performance before our share of non-cash expenses relating to the acquisition of interests in Affiliates, and it is therefore employed as our principal performance measure. This non-GAAP performance measure is provided in addition to, but not as a substitute for, Net income (controlling interest) or any other GAAP measure of financial performance.

We add back intangible amortization and impairments attributable to acquired client relationships because these expenses do not correspond to the changes in the value of these assets, which do not diminish predictably over time. The portion of deferred taxes generally attributable to intangible assets (including goodwill) is added back because we believe it is unlikely these accruals will be used to settle material tax obligations. We add back non-cash imputed interest and reductions or increases in contingent payment arrangements because it better reflects our contractual interest obligations. We add back non-cash expenses relating to certain transfers of equity between Affiliate partners when these transfers have no dilutive effect to shareholders.

- (D) Adjusted EBITDA (controlling interest) represents our performance before our share of interest expense, income taxes, depreciation, amortization, impairments and adjustments to our contingent payment obligations. We believe that many investors use this information when assessing the financial performance of companies in the investment management industry. This non-GAAP performance measure is provided in addition to, but not as a substitute for, Net income (controlling interest) or any other GAAP measure of financial performance.
- (E) Economic earnings per share represents Economic net income (controlling interest) divided by the Average shares outstanding (adjusted diluted). In this calculation, the potential share issuance in connection with our convertible securities is measured using a "treasury stock" method. Under this method, only the net number of shares of common stock equal to the value of the convertible securities in excess of par, if any, are deemed to be outstanding. We believe the inclusion of net shares under a treasury stock method best reflects the benefit of the increase in available capital resources (which could be used to repurchase shares of common stock) that occurs when these securities are converted and we are relieved of our debt obligation. This method does not take into account any increase or decrease in our cost of capital in an assumed conversion. Economic earnings per share is provided in addition to, but not as a substitute for, Earnings per share (diluted) or any other GAAP measure of financial performance.

**AMG**  
**Notes (continued)**  
(in millions)

- (F) For the three months ended March 31, 2016 and 2017, Other economic items are net of income taxes of \$0.7 and \$0.3, respectively.
- (G) For the three months ended March 31, 2016, Imputed interest and contingent payment arrangements include gains from adjustments to our contingent payment obligations of \$2.8. There were no contingent payment adjustments in the three months ended March 31, 2017.
- (H) Our consolidated income tax provision includes taxes attributable to controlling interests, and to a lesser extent, taxes attributable to non-controlling interests, as follows:

	Three Months Ended March 31,	
	2016	2017
Taxes attributable to controlling interests	\$ 55.1	\$ 57.8
Taxes attributable to non-controlling interests	1.9	1.9
<b>Total income taxes</b>	<b><u>\$ 57.0</u></b>	<b><u>\$ 59.7</u></b>
Income before taxes (controlling interests)	\$159.1	\$180.3
Effective tax rate (controlling interest)	34.6%	32.1%