

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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)     **March 28, 2006**

**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.)

**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 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))

**ITEM 8.01     Other Events**

On March 28, 2006, Affiliated Managers Group, Inc. (the "Company") announced that it had entered into an agreement to sell convertible trust preferred securities in a private placement to certain qualified institutional investors in an offering exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). Pursuant to and in accordance with Rule 135c of the Securities Act, the Company is filing with this Current Report on Form 8-K the press release attached hereto as Exhibit 99.1. The securities have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

In connection with the offering, the Board of Directors of the Company authorized a new stock repurchase program. Under the program, the Company may purchase up to 3,000,000 shares of its common stock from time to time in the open market, in privately negotiated transactions or through the purchase of structured derivative products. As part of this repurchase program, the Company purchased approximately 1,000,000 shares of its common stock in connection with the convertible trust preferred securities offering.

**ITEM 9.01     Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Affiliated Managers Group, Inc. dated March 28, 2006

## 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: April 3, 2006

By: /s/ John Kingston, III  
Name: John Kingston, III  
Title: Senior Vice President, General  
Counsel and Secretary

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Affiliated Managers Group, Inc. dated March 28, 2006

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AFFILIATED MANAGERS GROUP, INC.

Contact: Brett S. Perryman  
Affiliated Managers Group, Inc.  
(617) 747-3300  
ir@amg.com

**AMG Announces Agreement to Sell \$300 Million of Convertible Securities and to Repurchase Shares**

**Boston, MA, March 28, 2006** – Affiliated Managers Group, Inc. (NYSE: AMG) announced that it has entered into an agreement to sell \$300 million of convertible trust preferred securities due 2036. The securities carry a coupon of 5.10% per annum and a conversion price of \$150.00, which is a premium of approximately 48% over AMG's closing stock price of \$101.45 on March 28, 2006.

AMG will use a portion of the net proceeds from this offering to repurchase approximately 1.3 million shares of its common stock simultaneously with this offering, and expects to use the remainder for general corporate purposes, including possible additional share repurchases.

The offering will be made only to qualified institutional buyers pursuant to Rule 144A of the Securities Act of 1933, as amended (the "Securities Act"). The securities will not be registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. This press release, which is being issued pursuant to and in accordance with Rule 135c of the Securities Act, shall not constitute an offer to sell or the solicitation of an offer to buy the convertible trust preferred securities.

AMG is an asset management company that acquires and holds majority equity investments in a diverse group of mid-sized investment management firms. AMG's affiliated investment management firms managed approximately \$184 billion in assets as of December 31, 2005.

*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, 2005.*

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**For more information on Affiliated Managers Group, Inc.,  
please visit AMG's Web site at [www.amg.com](http://www.amg.com).**

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