FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPROVAL | | | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | |
| l | Estimated average burden | | | | | | | | |
| l | hours per response: | 0.5 | | | | | | | |

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

| | | | | | | | | | | _ | | | | | | _ | | |
|---|--|--|--|--|-----------------------|---|---------|---|---|------|-------------------------------|--|--|--|---|--|---|--|
| Name and Address of Reporting Person* Yerburgh Karen | | | | | | 2. Issuer Name and Ticker or Trading Symbol AFFILIATED MANAGERS GROUP, INC. | | | | | | | | 5. Relationship of Reporting Person(s) to Iss (Check all applicable) X Director 10% Ov | | | | |
| (Last) | | [AMG] | | | | | | | | | | Officer (give title below) | | | specify | | | |
| (Last) (First) (Middle) C/O AFFILIATED MANAGERS GROUP, INC. 777 SOUTH FLAGLER DRIVE | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2020 | | | | | | | | | | | | |
| (Street) WEST PALM BEACH 33401 | | | | 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 Form filed by More than One Reporting Person | | | | | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | | |
| | | Tab | le I - Non-I | Deriva | tive S | Secu | urities | s Ac | quired, D | Pisp | osed o | of, or Be | neficia | lly Owne | d | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | | Execution Date, | | | e, Transaction Disposed Code (Instr. 5) | | | ities Acquir d Of (D) (Ins | | Benefic Owned | ies ially Following | Form (D) or | : Direct r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | | ported nsaction(s) str. 3 and 4) | | | (Instr. 4) |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Da if any (Month/Day/Y | Co | Transaction Code (Ins | | | | 6. Date Exer Expiration D (Month/Day/ | ate | | 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) | Ownersh Form: Direct (D or Indirec (I) (Instr. | Ownership | Beneficial Ownership tt (Instr. 4) |
| | | | | Co | ode V | , | (A) | | Date Exercisable | | xpiration ate | Title | Amount or Number of Shares | | | | | |
| Director Stock Option (Right to Buy) | \$82.07 | 02/04/2020 | | | A | | 2,958 | | (1) | 02 | 2/04/2027 | Common Stock | 2,958 | \$0 | 2,958 | 3 | D | |
| Stock Units | (2) | 02/04/2020 | | | A | | 488 | | (2) | | (2) | Common Stock | 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.