

AFFILIATED MANAGERS GROUP INC

Form 8-K

October 27, 2004

**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) **October 27, 2004**

|                                                               |  |                                   |
|---------------------------------------------------------------|--|-----------------------------------|
| <b>Affiliated Managers Group, Inc.</b>                        |  |                                   |
| (Exact Name of Registrant as Specified in Its Charter)        |  |                                   |
|                                                               |  |                                   |
| <b>Delaware</b>                                               |  |                                   |
| (State or Other Jurisdiction of Incorporation)                |  |                                   |
|                                                               |  |                                   |
| <b>001-13459</b>                                              |  | <b>04-3218510</b>                 |
| (Commission File Number)                                      |  | (IRS Employer Identification No.) |
|                                                               |  |                                   |
| <b>600 Hale Street<br/>Prides Crossing, Massachusetts</b>     |  | <b>01965</b>                      |
| (Address of Principal Executive Offices)                      |  | (Zip Code)                        |
|                                                               |  |                                   |
| <b>(617) 747-3300</b>                                         |  |                                   |
| (Registrant's Telephone Number, Including Area Code)          |  |                                   |
|                                                               |  |                                   |
| <b>N/A</b>                                                    |  |                                   |
| (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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02**

**Results of Operations and Financial Condition**

On October 27, 2004, Affiliated Managers Group, Inc. (the Company) issued a press release setting forth its financial and operating results for the quarter ended September 30, 2004. A copy of this press release is furnished as Exhibit 99.1 hereto and is hereby incorporated by reference herein.

**ITEM 5.02**

**Principal Officers**

**Departure of Directors or Principal Officers; Election of Directors; Appointment of**

On October 26, 2004, the Company issued a press release announcing that, effective January 1, 2005, Sean M. Healey, President and Chief Operating Officer of the Company, will become President and Chief Executive Officer, succeeding founder and Chairman William J. Nutt as Chief Executive Officer. Mr. Nutt will remain Chairman. A copy of this press release is attached hereto as Exhibit 99.2 and is hereby incorporated by reference herein.

Mr. Healey, age 43, joined the Company in 1995 as Executive Vice President and in 1999 became President and Chief Operating Officer. He was named to the Company's Board of Directors in May 2001. Prior to joining the Company, Mr. Healey worked for seven years in the Mergers and Acquisitions Department at Goldman, Sachs & Co., focusing on financial institutions. Mr. Healey received a J.D. from Harvard Law School, an M.A. from University College, Dublin, and an A.B. from Harvard College.

**ITEM 9.01**

**Financial Statements and Exhibits**

(c) Exhibits.

**Exhibit No.**

**Description**

99.1\* Earnings Press Release issued by the Company on October 27, 2004.

99.2 Press Release issued by the Company on October 26, 2004.

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\* This exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.



**SIGNATURES**

Pursuant to the requirements of the Securities and 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: October 27, 2004

By: /s/ Darrell W. Crate  
Name: Darrell W. Crate  
Title: Chief Financial Officer, Executive  
Vice President and Treasurer

**EXHIBIT INDEX**

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