

Edgar Filing: AFFILIATED MANAGERS GROUP INC - Form 424B3

NAME	AMOUNT OF LYONS AT MATURITY THAT MAY BE SOLD	PERCENTAGE OF LYONS OUTSTANDING	COMMON STOCK THAT MAY BE SOLD (1)	PERCENTAGE OF COMMON STOCK OUTSTANDING
UBS AG, London Branch.....	\$50,153,000	20.0%	582,753	
All other holders of LYONs or future Transferees, pledges, donees or Successors or any such holders(3) (4)....	\$56,962,000	22.7%	661,870	

* Less than 1%.

- (1) Assumes conversion of all of the holder's LYONs at a conversion rate of 11.6195 shares of common stock per \$1,000 principal amount at maturity of the LYONs. However, this conversion rate will be subject to adjustment as described under "Description of LYONs--Conversion Right." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d) (i) of the Securities Exchange Act of 1934, as amended, using 22,136,869 shares of common stock outstanding as of May 30, 2001. In calculating this amount, we treated as outstanding that number of shares of common stock issuable upon conversion of all of that particular holder's LYONs. However, we did not assume the conversion of any other holder's LYONs.
- (3) Information about other selling securityholders will be set forth in prospectus supplements, if required.
- (4) Assumes that any other holders of LYONs, or any future transferees, pledges, donees or successors of or from any such other holders of LYONs, do not beneficially own any common stock other than the common stock issuable upon conversion of the LYONs at the initial conversion rate.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is July 23, 2001.