

Manning & Napier, Inc.
 Form 4
 April 01, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Auspitz B. Reuben

(Last) (First) (Middle)

**C/O MANNING & NAPIER,
 INC., 290 WOODCLIFF DRIVE**

(Street)

FAIRPORT, NY 14450

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Manning & Napier, Inc. [MN]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Former Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Units ⁽¹⁾ ₍₂₎	\$ 11.49	03/31/2015			J		1,470,694		⁽³⁾	⁽³⁾	Class A Common Stock, \$0.01 par value	1,470,694
Class A Units ⁽¹⁾ ₍₄₎	\$ 0.29	03/31/2015			J		1,018,160		⁽³⁾	⁽³⁾	Class A Common Stock, \$0.01 par value	1,018,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Auspitz B. Reuben C/O MANNING & NAPIER, INC. 290 WOODCLIFF DRIVE FAIRPORT, NY 14450				Former Director

Signatures

/s/ Richard B. Yates,
Attorney-in-Fact

04/01/2015

 Signature of Reporting Person

 Date

Explanation of Responses:

* 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).

(1) Represents Class A units of Manning & Napier Group, LLC ("Group") that are owned directly by M&N Group Holdings, LLC ("Group Holdings"). Group Holdings is owned as follows: (a) Class B units of Group Holdings representing approximately 100% of the issued and outstanding Class B units of Group Holdings, which represents approximately 26.43% of the voting and economic rights of Group Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 85.33% of the issued and outstanding Class A units of Group Holdings, which represents approximately 62.77% of the voting and economic rights of Group Holdings, are owned by MNA Advisors, Inc. ("Advisors"); and (c) Class A units of Group Holdings representing approximately 14.67% of the issued and outstanding Class A units of Group Holdings, which represents approximately 10.8% of the voting and economic rights of Group Holdings, are owned by Manning & Napier Associates, LLC.

(2) The number of derivative securities shown is the number of Class A units of Group directly owned by Group Holdings that are attributable to the interests of the Reporting Person as an owner of equity interests of Advisors. Each Class A unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer based on the selling schedule set forth in Footnote (3) and in that certain Exchange Agreement, entered into as of November 23, 2011 (the "Exchange Agreement"), by and among the Issuer, Group Holdings, Manning & Napier Capital Company, LLC and other parties thereto (filed as Exhibit 10.3 to the Issuer's Registration Statement on Form S-1 (File No. 333-175309)).

(3)

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Pursuant to the Exchange Agreement, Group Holdings, at the Reporting Person's direction, may elect to exchange up to 5% of the Class A units of Group attributable to the Reporting Person as of November 17, 2012, and the remainder of such Class A units as of November 17, 2013 and 2014.

The number of derivative securities shown is the number of Class A units of Group directly owned by Group Holdings that are attributable to the interests of the Reporting Person as an owner of equity interests of Advisors, which are being repurchased by Advisors.

- (4) The shares being repurchased represent unvested stock from the performance vesting process at a contractually agreed upon price pursuant to the Amended and Restated Shareholder Agreement dated November 23, 2011. Each Class A unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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