

Manning & Napier, Inc.
 Form 3
 August 05, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Galusha Beth H.		(Month/Day/Year)	Manning & Napier, Inc. [MN]	
(Last)	(First)	(Middle)	07/26/2016	
C/O MANNING & NAPIER, Â 290 WOODCLIFF DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
FAIRPORT, Â NY Â 14450			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Principal Financial Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.01	4,000	D	Â

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

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class A Units <u>(1)</u> <u>(2)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Class A Common Stock, \$0.01	168,865	\$ <u>(3)</u>	I	M&N Group Holdings, LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Galusha Beth H. C/O MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT, NY 14450	Â	Â	Â Principal Financial Officer	Â

Signatures

/s/ Sarah C. Turner,
attorney-in-fact

08/05/2016

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 27.27% of the voting and economic rights of Group Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 84.69% of the issued and outstanding Class A units of Group Holdings, which represents approximately 61.59% 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 15.31% of the issued and outstanding Class A units of Group Holdings, which represents approximately 11.14% 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 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 the other parties thereto (filed as Exhibit 10.3 to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (File No. 001-35355)).

(3) Class A Units convert to Class A Common Stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.