

Manning & Napier, Inc.  
Form 8-K/A  
November 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 20, 2012**

**MANNING & NAPIER, INC.**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission

(I.R.S. Employer

File Number)

Identification Number)

**290 Woodcliff Drive, Fairport, New York 14450**

(Address of principal executive offices and zip code)

**(585) 325-6880**

(Registrant's telephone number, including area code)

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:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note**

This Current Report on Form 8-K/A (this Amended 8-K ) is being filed as an amendment to the Current Report on Form 8-K filed by Manning & Napier, Inc. (the Company ) with the Securities and Exchange Commission on June 25, 2012 (the Original 8-K ). The purpose of this Amended 8-K is to update the disclosure under Item 5.07 Submission of Matters to a Vote of Security Holders of the Original 8-K to provide information regarding the determination of the Board of Directors of the Company as to whether the Company will submit future non-binding votes on executive compensation to the stockholders for consideration every one, two, or three years. No other changes are being made to the Original 8-K.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

As reported in the Original 8-K, at the Company's annual meeting of stockholders held on June 20, 2012, a non-binding advisory vote was held regarding the frequency of future non-binding advisory votes to approve the compensation of named executive officers. A majority of the shares of the Company's Class A common stock and Class B common stock, voting as a single class, voted for the Company to hold non-binding advisory votes every three years. However, a majority of the shares of the Company's Class A common stock voted for the Company to hold non-binding advisory votes every year. In light of these results and after further discussion by the Board of Directors of the Company, the Board of Directors determined that the Company will hold non-binding advisory votes to approve the compensation of named executive officers every year until the next required non-binding advisory vote on the frequency of future non-binding advisory votes on executive compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Manning & Napier, Inc.

Date: November 6, 2012

By: /s/ Patrick Cunningham

Name: Patrick Cunningham

Title: Chief Executive Officer

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7. Sole Dispositive Power

837065 \*\*see Note 1\*\*

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

837065 \*\*see Note 1\*\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row (9)

6.87%

12. Type of Reporting Person (See Instructions)

IA

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Item 1.

- (a) Name of Issuer

INGLES MARKETS INC -CL A

- (b) Address of Issuer's Principal Executive Offices

PO Box 6676, Asheville, NC 28816-6676, United States

Item 2.

- (a) Name of Person Filing

Dimensional Fund Advisors LP

- (b) Address of Principal Business Office or, if none, Residence

1299 Ocean Avenue, Santa Monica, CA 90401

- (c) Citizenship

Delaware Limited Partnership

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

457030104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

837065 \*\*see Note 1\*\*

(b) Percent of class:

6.87%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

837065 \*\*see Note 1\*\*

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

837065 \*\*see Note 1\*\*

(iv) Shared power to dispose or to direct the disposition of:

0

**\*\* Note 1 \*\*** Dimensional Fund Advisors LP (formerly, Dimensional Fund Advisors Inc.) ( Dimensional ), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the Funds. In its role as investment advisor or manager, Dimensional possesses investment and/or voting power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The Funds described in Note 1 above have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities held in their respective accounts. To the knowledge of Dimensional, the interest of any one such Fund does not exceed 5% of the class of securities. Dimensional disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification



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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS LP

February 1, 2007

\_\_\_\_\_

Date

By: Dimensional Holdings Inc., General Partner

/s/ Christopher Crossan

\_\_\_\_\_

Signature

Global Chief Compliance Officer

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Title