

Artisan Partners Asset Management Inc.  
Form SC 13D/A  
February 19, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**(RULE 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO**

**§ 204.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

**§240.13d-2(a)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Amendment No. 4**

**Artisan Partners Asset Management Inc.**

**(Name of Issuer)**

**Class A Common Stock, \$0.01 par value per share**

**(Title of Class of Securities)**

**04316A-108**

**(CUSIP Number)**

**Sarah A. Johnson**

**875 E. Wisconsin Ave., Suite 800**

**Milwaukee, WI 53202**

**(414) 390-6100**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**February 16, 2016**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

1. NAME OF REPORTING PERSON

Eric R. Colson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(A)  (B)

3. SEC USE ONLY

4. SOURCE OF FUNDS:

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States of America

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 22,428,661<sup>1</sup>  
9. SOLE DISPOSITIVE POWER

PERSON

WITH 736,768

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,428,661

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.1%<sup>2</sup>

14. TYPE OF REPORTING PERSON (See Instructions)

IN

<sup>1</sup> Represents all shares of Class A and Class B common stock of Artisan Partners Asset Management Inc. that the Stockholders Committee (discussed in this Schedule 13D), of which Eric R. Colson is a member, has the power to vote. Mr. Colson disclaims beneficial ownership of all shares except those for which he has sole dispositive power.

<sup>2</sup> Represents the amount in Row 11 divided by the sum of the total number of outstanding shares of Class A common stock and the number of shares of Class A common stock that would be issued upon exchange of the shares of Class B common stock included in Row 8.

1. NAME OF REPORTING PERSON

Charles J. Daley, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(A)  (B)

3. SEC USE ONLY

4. SOURCE OF FUNDS:

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States of America

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 400<sup>3</sup>

8. SHARED VOTING POWER

OWNED BY

EACH

22,428,661<sup>4</sup>

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

WITH

159,233

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,429,061

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.1%<sup>5</sup>

14. TYPE OF REPORTING PERSON (See Instructions)

IN

<sup>3</sup> Represents all shares of Class A common stock of Artisan Partners Asset Management Inc. beneficially owned by Charles J. Daley, Jr. that are not subject to the Stockholders Agreement discussed in this Schedule 13D.

<sup>4</sup> Represents all shares of Class A and Class B common stock of Artisan Partners Asset Management Inc. that the Stockholders Committee (discussed in this Schedule 13D), of which Mr. Daley is a member, has the power to vote. Mr. Daley disclaims beneficial ownership of all shares except for which he has sole dispositive power.

<sup>5</sup> Represents the amount in Row 11 divided by the sum of the total number of outstanding shares of Class A common stock and the number of shares of Class A common stock that would be issued upon exchange of the shares of Class B common stock included in Row 8.

1. NAME OF REPORTING PERSON

Gregory K. Ramirez

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(A)  (B)

3. SEC USE ONLY

4. SOURCE OF FUNDS:

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States of America

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 1,400<sup>6</sup>

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 22,428,661<sup>7</sup>

9. SOLE DISPOSITIVE POWER

PERSON

WITH 103,264

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,430,061

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.1%<sup>8</sup>

14. TYPE OF REPORTING PERSON (See Instructions)

IN

<sup>6</sup> Represents all shares of Class A common stock of Artisan Partners Asset Management Inc. beneficially owned by Gregory K. Ramirez that are not subject to the Stockholders Agreement discussed in this Schedule 13D.

<sup>7</sup> Represents all shares of Class A and Class B common stock of Artisan Partners Asset Management Inc. that the Stockholders Committee (discussed in this Schedule 13D), of which Mr. Ramirez is a member, has the power to vote. Mr. Ramirez disclaims beneficial ownership of all shares except those for which he has sole dispositive power.

<sup>8</sup> Represents the amount in Row 11 divided by the sum of the total number of outstanding shares of Class A common stock and the number of shares of Class A common stock that would be issued upon exchange of the shares of Class B common stock included in Row 8.



**About this Amendment No. 4**

This Amendment No. 4 to Schedule 13D ( Amendment No. 4 ) amends the statement on Schedule 13D relating to the Class A common stock of the Company filed by the Reporting Persons with the Securities and Exchange Commission on March 12, 2014, as amended (the Original Schedule 13D ). Capitalized terms used in this Amendment No. 4 but not otherwise defined herein have the meanings given to them in the Original Schedule 13D.

This Amendment No. 4 is being made to update the number of shares subject to the Stockholders Agreement described in the Original Schedule 13D. This Amendment No. 4 also reflects an increase in the number of shares of Class A common stock over which each of the reporting persons have sole dispositive power. Except as otherwise set forth herein, this Amendment No. 4 does not modify any of the information previously reported by the Reporting Persons in the Original Schedule 13D.

**Item 2. Identity and Background**

(a), (b), (c), (f) The identity and background of the persons filing this Schedule (each a Reporting Person, and collectively, the Reporting Persons ) is as follows:

<b>Name</b>	<b>Business Address</b>	<b>Principal Occupation</b>	<b>Citizenship</b>
Eric R. Colson	c/o Artisan Partners Asset Management Inc. 875 E. Wisconsin Avenue, Suite 800,  Milwaukee, Wisconsin 53202	President, Chief Executive Officer and Chairman of the Board of Directors of the Company	United States of America
Charles J. Daley, Jr.	c/o Artisan Partners Asset Management Inc. 875 E. Wisconsin Avenue, Suite 800,  Milwaukee, Wisconsin 53202	Executive Vice President, Chief Financial Officer and Treasurer of the Company	United States of America
Gregory K. Ramirez	c/o Artisan Partners Asset Management Inc. 875 E. Wisconsin Avenue, Suite 800,  Milwaukee, Wisconsin 53202	Executive Vice President of the Company	United States of America

**Item 3. Source and Amount of Funds or Other Consideration**

As of February 16, 2016, 4,101,439 shares of Class A common stock of the Company and 18,327,222 shares of Class B common stock of the Company are subject to the Stockholders Agreement. Those shares, in the aggregate, represent

approximately 64.8% of the combined voting power of the Company's outstanding capital stock. Each of the Reporting Persons is a member of the three-person Stockholders Committee that has the power to vote the shares subject to the Stockholders Agreement. As a result, each of the Reporting Persons may be deemed to have acquired beneficial ownership of all shares subject to the Stockholders Agreement. Each of the Reporting Persons disclaims beneficial ownership of all shares subject to the agreement, except for those shares with respect to which each Reporting Person, respectively, possesses sole dispositive power as noted in Item 5 below. The Stockholders Agreement is described in greater detail in, and filed as an exhibit to, the Original Schedule 13D.

The Class B common stock over which each Reporting Person has sole dispositive power was acquired on March 12, 2013, in connection with the reorganization of the Company's subsidiary, Artisan Partners Holdings LP ( Holdings ), and the initial public offering of the Class A common stock of the Company. As part of the reorganization, the Company issued each employee-partner (including each Reporting Person) one share of Class B common stock for each Holdings Class B common unit held by the partner. Each share of Class B common stock is entitled to five votes, but no economic rights. Pursuant to the Exchange Agreement among the limited partners of Holdings and the Company each limited partner may, subject to certain limitations and restrictions, exchange each Class B common unit (along with the corresponding share of Class B common stock, which will be cancelled) for a share of Class A common stock. The Exchange Agreement is filed as an exhibit to the Original Schedule 13D. The Reporting Persons did not pay any cash consideration for the shares of Class B common stock or Class B common units.

On each of July 17, 2013, July 15, 2014 and February 16, 2016, each Reporting Person received a grant of restricted shares of the Company's Class A common stock pursuant to the Company's 2013 Omnibus Incentive Compensation Plan. The restricted shares of Class A common stock may not be transferred until they have vested. The Reporting Persons did not pay any cash consideration for the restricted shares.

Each of Mr. Daley and Mr. Ramirez own shares of the Company's Class A common stock purchased in connection with the Company's initial public offering. Those shares are not subject to the Stockholders Agreement and each of Mr. Daley and Mr. Ramirez has the sole power to vote and dispose of those shares.

#### Item 5. Interest in Securities of the Issuer

(a) (b)

As of February 16, 2016, 4,101,439 shares of Class A common stock of the Company and 18,327,222 shares of Class B common stock of the Company are subject to the Stockholders Agreement. Those shares, in the aggregate, represent approximately 64.8% of the combined voting power of the Company's outstanding common stock. Each of the Reporting Persons is a member of the three-person Stockholders Committee that has the power to vote the shares subject to the Stockholders Agreement. As a result, each of the Reporting Persons may be deemed to have acquired beneficial ownership of all shares subject to the Stockholders Agreement. Each of the Reporting Persons disclaims beneficial ownership of all shares subject to the agreement, except for those shares with respect to which each Reporting Person, respectively, possesses sole dispositive power as noted below. The Stockholders Agreement is described in greater detail in, and filed as an exhibit to, the Original Schedule 13D.

Name	Aggregate		Sole Voting Power	Shared Voting Power	Sole Power to Dispose	Shared Power to Dispose
	Number of Shares of Class A Common Stock Beneficially Owned	Percentage of Outstanding Class A Common Stock				
Eric R. Colson	22,428,661	38.1%	0	22,428,661	736,768	0
Charles J. Daley, Jr.	22,429,061	38.1%	400	22,428,661	159,233	0
Gregory K. Ramirez	22,430,061	38.1%	1,400	22,428,661	103,264	0

The percentages in the column titled Percentage of Outstanding Class A Common Stock are calculated in accordance with Rule 13d-3(d)(1)(i) and thereby represent each Reporting Person's aggregate number of shares of Class A common stock beneficially owned, divided by the sum of the total number of outstanding shares of Class A common stock and the number of shares of Class A common stock that would be issued upon exchange of the shares of Class B common stock deemed to be beneficially owned by the Reporting Person. Each share of Class B common stock corresponds to a Class B common unit of Holdings, which, together with the corresponding Class B common unit, is exchangeable for one share of Class A common stock, subject to certain restrictions and conditions.

(c) On February 16, 2016, the Company issued 30,000, 10,000, and 10,000 shares of restricted Class A common stock to each of Mr. Colson, Mr. Daley, and Mr. Ramirez, respectively, pursuant to the Company's 2013 Omnibus Incentive Compensation Plan. The restricted shares of Class A common stock may not be transferred until they have vested. The Reporting Persons did not pay any cash consideration for the restricted shares.

(d) Except for the shares listed in the column titled Sole Power to Dispose, persons other than the Reporting Persons have the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares listed in the column titled Aggregate Number of Shares of Class A Common Stock Beneficially Owned. The information set forth under Item 3 and Item 6 of the Original Schedule 13D is hereby incorporated by reference.

**Item 7. Material to Be Filed as Exhibits.**

Exhibit	Description
99.1	Joint Filing Agreement, dated as of February 20, 2015 (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed on March 10, 2015)
99.2	Power of Attorney of Eric R. Colson, dated March 10, 2014 (incorporated by reference to Exhibit 99.5 to the Schedule 13D filed on March 12, 2014)
99.3	Power of Attorney of Charles J. Daley, Jr., dated March 10, 2014 (incorporated by reference to Exhibit 99.6 to the Schedule 13D filed on March 12, 2014)
99.4	Power of Attorney of Gregory K. Ramirez, dated March 11, 2014 (incorporated by reference to Exhibit 99.7 to the Schedule 13D filed on March 12, 2014)

**SIGNATURES**

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.

Dated: February 19, 2016

ERIC R. COLSON

By: Eric R. Colson\*

CHARLES J. DALEY JR.

By: Charles J. Daley Jr. \*

GREGORY K. RAMIREZ

By: Gregory K. Ramirez\*

\*By: /s/ Sarah A. Johnson  
Sarah A. Johnson  
Attorney-in-Fact for Eric R. Colson  
Attorney-in-Fact for Charles J. Daley, Jr.  
Attorney-in-Fact for Gregory K. Ramirez