

Edgar Filing: AMERIPRISE FINANCIAL INC - Form SC 13G/A

AMERIPRISE FINANCIAL INC

Form SC 13G/A

February 13, 2015

SCHEDULE 13G

Amendment No. 1

AMERIPRISE FINL INC

COMMON STOCK

Cusip #03076C106

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Cusip #03076C106

Item 1: Reporting Person - FMR LLC

Item 2: (a)

(b)

Item 4: Delaware

Item 5: 558,058

Item 6: 0

Item 7: 12,400,416

Item 8: 0

Item 9: 12,400,416

Item 11: 6.719%

Item 12: HC

Cusip #03076C106

Item 1: Reporting Person - Edward C. Johnson 3d

Item 2: (a)

(b)

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 12,400,416

Item 8: 0

Item 9: 12,400,416

Item 11: 6.719%

Item 12: IN

Cusip #03076C106

Item 1: Reporting Person - Abigail P. Johnson

Item 2: (a)

(b)

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 12,400,416

Item 8: 0

Item 9: 12,400,416

Item 11: 6.719%

Item 12: IN

Item 1(a). Name of Issuer:

AMERIPRISE FINL INC

Item 1(b). Address of Issuer's Principal Executive Offices:

55 Ameriprise Financial Center  
Minneapolis, MN 55474

Item 2(a). Name of Person Filing:

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FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence: 245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:  
Not applicable

Item 2(d). Title of Class of Securities:  
COMMON STOCK

Item 2(e). CUSIP Number:  
03076C106

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(1)(ii)(G). (Note: See Exhibit A).

Item 4. Ownership

(a)	Amount Beneficially Owned:	12,400,416
(b)	Percent of Class:	6.719%
(c)	Number of shares as to which such person has:	
	(i) sole power to vote or to direct the vote:	558,058
	(ii) shared power to vote or to direct the vote:	0
	(iii) sole power to dispose or to direct the	
disposition of:	12,400,416	
	(iv) shared power to dispose or to direct the	
disposition of:	0	

Item 5. Ownership of Five Percent or Less of a Class.  
Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.  
See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.  
Not applicable.

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Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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.

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.

February 13, 2015

Date

/s/ Scott C. Goebel

Signature

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries\*

\* This power of attorney is incorporated herein by reference to Exhibit B to the Schedule 13G filed by FMR LLC on June 10, 2014, accession number: 0000315066-14-003512.

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following table lists the identity and Item 3 classification, if applicable, of each relevant entity that beneficially owns shares of the security class being reported on this Schedule 13G.

Entity	ITEM 3 Classification
FIDELITY MANAGEMENT TRUST COMPANY, INC.	BK
FMR CO., INC *	IA
PYRAMIS GLOBAL ADVISORS (CANADA) ULC	FI
PYRAMIS GLOBAL ADVISORS TRUST COMPANY	BK
PYRAMIS GLOBAL ADVISORS, LLC	IA
STRATEGIC ADVISERS, INC.	IA

\* Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

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Edward C. Johnson 3d is a Director and the Chairman of FMR LLC and Abigail P. Johnson is a Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC.

Members of the family of Edward C. Johnson 3d, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ("Fidelity Funds") advised by Fidelity Management & Research Company ("FMR Co"), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees.

This filing reflects the securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies (collectively, the "FMR Reporters"). This filing does not reflect securities, if any, beneficially owned by certain other companies whose beneficial ownership of securities is disaggregated from that of the FMR Reporters in accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).

### RULE 13d-1(k) (1) AGREEMENT

The undersigned persons, on February 13, 2015, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the COMMON STOCK of AMERIPRISE FINL INC at December 31, 2014.

FMR LLC

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries\*

Edward C. Johnson 3d

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by

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and on behalf of Edward C. Johnson 3d\*

Abigail P. Johnson

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of April 24, 2014,  
by and on behalf of Abigail P. Johnson\*

\* This power of attorney is incorporated herein by reference to Exhibit B to the Schedule 13G filed by FMR LLC on June 10, 2014, accession number: 0000315066-14-003512.

I)  
(Instr. 4)7. Nature of Indirect Beneficial Ownership  
(Instr. 4)Code V Amount (A) or (D) Price

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

**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.**

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Option (right to buy)	\$ 28.91	07/01/2011		A	1,026	07/01/2011 07/01/2021	Common Stock	1,026

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nayden Denis  
C/O ACCRETIVE HEALTH, INC. X  
401 NORTH MICHIGAN AVENUE, SUITE 2700  
CHICAGO, IL 60611

## Signatures

/s/ Daniel A. Zaccardo, 07/06/2011  
Attorney-in-Fact

\_\_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) This option was issued to the reporting person pursuant to the Accretive Health director compensation plan in lieu of retainer fees of \$15,000.

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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