

Artisan Partners Asset Management Inc.
 Form 4
 November 07, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Hellman & Friedman LLC

2. Issuer Name and Ticker or Trading Symbol
 Artisan Partners Asset Management Inc. [APAM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE MARITIME PLAZA, 12TH FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2013

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

SAN FRANCISCO, CA 94111

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

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

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Class C Common Stock, par value \$0.01 per share | 11/06/2013 | | J ⁽⁵⁾ | | 4,149,896 ⁽⁵⁾ | D | \$ 0 | 3,636,344 | I | See Explanation of Responses <u>(1)</u> <u>(4)</u> <u>(11)</u> <u>(12)</u> |
| Class C Common Stock, par value \$0.01 per | 11/06/2013 | | J ⁽⁵⁾ | | 2,769 ⁽⁵⁾ | D | \$ 0 | 2,426 | I | See Explanation of Responses <u>(2)</u> <u>(4)</u> <u>(11)</u> <u>(12)</u> |

share

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

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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 Acquired (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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Preferred Units of Artisan Partners Holdings LP | (6) (7) | 11/06/2013 | | S(5) | 4,149,896 | (6)(7) (6)(7) | Class A Common Stock, par value \$0.01 per share (6) (7) |
| Preferred Units of Artisan Partners Holdings LP | (6) (7) | 11/06/2013 | | S(5) | 2,769 | (6)(7) (6)(7) | Class A Common Stock, par value \$0.01 per share (6) (7) |
| Convertible Preferred Stock, par value \$0.01 per share | (8) (9) (10) | 11/06/2013 | | S(5) | 1,367,335 | (8)(9)(10) (8)(9)(10) | Class A Common Stock, par value \$0.01 per share (8) (9) (10) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hellman & Friedman LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | X | | | |

| | |
|--|---|
| Hellman & Friedman LP ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | X |
| Hellman & Friedman GP LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | X |
| Hellman & Friedman Investors V, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | X |
| H&F Brewer AIV, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | X |
| H&F Brewer AIV II, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | X |
| Hellman & Friedman Capital Associates V, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | X |

Signatures

| | |
|---|------------|
| /s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman LLC (13) | 11/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman GP LLC, as General Partner of Hellman & Friedman LP (13) | 11/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman GP LLC (13) | 11/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P. (13) | 11/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of H&F Brewer AIV, L.P. (13) | 11/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of H&F Brewer AIV II, L.P. (13) | 11/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Capital Associates V, L.P. (13) | 11/07/2013 |

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) These securities are owned of record by H&F Brewer AIV, L.P. ("AIV").
- (2) These securities are owned of record by Hellman & Friedman Capital Associates V, L.P. ("H&F Associates").
- (3) These securities are owned of record by H&F Brewer AIV II, L.P. ("AIV II").
- (4) Shares of Class C Common Stock have voting but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of preferred limited partnership units ("Preferred Units") of Artisan Partners Holdings LP ("Artisan Partners Holdings") held.
- (5) On November 6, 2013, pursuant to the Unit and Share Purchase Agreement, dated as of October 15, 2013, by and among the Issuer, AIV, H&F Associates, and AIV II, the Issuer purchased a total of (i) 4,149,896 Preferred Units from AIV; (ii) 2,769 Preferred Units from H&F Associates; and (iii) 1,367,335 shares of Convertible Preferred Stock from AIV II for a price per share of such Preferred Units and Convertible Preferred Stock equal to the public offering price of \$56.00 per share of Class A Common Stock less the underwriter's discount of \$2.24 per share. A share of Class C Common Stock was delivered to the Issuer together with each Preferred Unit at the time of sale, at which time the Issuer automatically canceled such share of Class C Common Stock.
- (6) Following the first anniversary of the initial public offering of Class A Common Stock, subject to certain restrictions set forth in the exchange agreement with Artisan Partners Holding (including those intended to ensure that Artisan Partners Holdings is not treated as a "publicly traded partnership" for U.S. federal income tax purposes), holders of Preferred Units will have the right to exchange Preferred Units (together with an equal number of shares of Class C Common Stock) either for shares of Convertible Preferred Stock on a one-for-one basis or for shares of Class A Common Stock at the conversion rate as described in footnote (8).
- (7) Following the automatic conversion of Convertible Preferred Stock into Class A Common Stock as described in footnote (10), Preferred Units will be exchangeable only for Class A Common Stock at the conversion rate plus cash in lieu of fractional shares (after aggregating all shares of our Class A Common Stock that would otherwise be received by each holder). A Preferred Unit cannot be exchanged for a share of Class A Common Stock or Convertible Preferred Stock without a share of Class C Common Stock being delivered to the Issuer together at the time of exchange, at which time the Issuer will automatically cancel such share of Class C Common Stock.
- (8) Each share of Convertible Preferred Stock will be convertible into one share of Class A Common Stock at the applicable conversion rate, which will be one-for-one subject to adjustment to reflect the payment of any preferential distributions made in respect of Convertible Preferred Stock upon certain partial capital events pursuant to the limited partnership agreement ("LPA") of Artisan Partners Holdings. The conversion rate will equal the excess, if any, of (a) one over (b) a fraction equal to (x) the cumulative excess distributions made per Preferred Unit of Artisan Partners Holdings upon certain partial capital events pursuant to the LPA divided by (y) the average daily volume-weighted average price ("VWAP") per share of Class A Common Stock for the 60 consecutive trading days immediately preceding the conversion date.
- (9) The conversion rate will equal one when either (i) no partial capital events have occurred or (ii) when the amount distributed in respect of all partial capital events on a per unit basis equals the amount distributed per Preferred Unit in respect of all partial capital events.
- (10) Upon the occurrence of the average of the daily VWAP of Class A Common Stock over any period of 60 consecutive trading days, beginning no earlier than the 90th day after (1) completion of the follow-on underwritten offering by the Issuer (but in no event beginning prior to the 15 month anniversary of the initial public offering of Class A Common Stock ("IPO")) or (2) the 15-month anniversary of the IPO, if the Issuer does not conduct the follow-on offering by that date, being at least \$43.11 divided by the then-applicable conversion rate, all shares of Convertible Preferred Stock will automatically convert into shares of Class A Common Stock at the then-applicable conversion rate plus cash in lieu of fractional shares (after aggregating all shares of Class A Common Stock that would otherwise be received by each holder).
- (11) Hellman & Friedman LLC ("H&F LLC") is the sole general partner of H&F Associates and Hellman & Friedman Investors V, L.P. ("H&F Investors"). H&F Investors is the sole general partner of AIV and AIV II. Hellman & Friedman GP LLC ("H&F GP") is the sole general partner of Hellman & Friedman LP ("H&F LP"). As sole general partner of H&F Associates and H&F Investors, H&F LLC may be deemed to beneficially own shares of common stock beneficially owned by H&F Associates and H&F Investors. As sole general partner of AIV and AIV II, H&F Investors may be deemed to beneficially own shares of common stock beneficially owned by AIV and AIV II. As sole general partner of H&F LP, H&F GP may be deemed to beneficially own shares of common stock beneficially owned by H&F LP. Each of H&F LLC, H&F Associates, H&F Investors, AIV, AIV II, H&F GP and H&F LP is a director by deputization of the Issuer.
- (12) Four designated members of H&F GP have collective power, by majority vote among them, to vote or to direct the vote of, and to dispose, or direct the disposition of, shares of common stock that are beneficially owned by H&F LP and H&F GP. A four person

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investment committee of H&F LLC has power to vote or to direct the vote of, and to dispose or to direct the disposition of, shares of common stock that are beneficially owned by H&F LLC, H&F Investors, H&F Associates, AIV and AIV II. Each designated member of H&F GP and each member of the investment committee of H&F LLC disclaims beneficial ownership of such shares of common stock.

Remarks:

(13) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

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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