

DeSorbo Antony John
 Form 3
 March 15, 2019

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

OMB APPROVAL

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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 * Â DeSorbo Antony John (Last) (First) (Middle) C/O MANNING & NAPIER, INC., Â 290 WOODCLIFF DRIVE (Street) FAIRPORT, Â NY Â 14450 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/05/2019 | 3. Issuer Name and Ticker or Trading Symbol Manning & Napier, Inc. [MN] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

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 | 76,243 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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>(2)</u> <u>(3)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Class A Common Stock, \$0.01 par value | 60,000 | \$ 0 | I | M&N Group Holdings, LLC |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeSorbo Antony John C/O MANNING & NAPIER, INC. 290 WOODCLIFF DRIVE FAIRPORT, NY 14450 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Sarah C. Turner
03/15/2019

**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) Includes 40,040 restricted stock units and 30,000 shares of restricted stock, both of which will convert to common stock on a one-for-one basis. The restricted stock units and shares of restricted stock are both subject to time vesting, with one-third of such restricted stock units vesting on each of December 3, 2019, December 3, 2020, and December 3, 2021, and one-third of the shares of restricted stock vesting on each of April 16, 2019, April 16, 2020, and April 16, 2021.

(2) 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 28.31% of the voting and economic rights of Group Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 83.87% of the issued and outstanding Class A units of Group Holdings, which represents approximately 60.12% 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 16.13% of the issued and outstanding Class A units of Group Holdings, which represents approximately 11.57% of the voting and economic rights of Group Holdings, are owned by Manning & Napier Associates, LLC.

(3) 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. Each Class A unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer, subject to an annual exchange process that includes certain aggregate limits set forth in the Amended and Restated Shareholder Agreement dated November 23, 2011.

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Remarks:

ManagingÂ Director,Â RegionalÂ Sales,Â ManningÂ &Â NapierÂ Advisors,Â LLC

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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