

Artisan Partners Asset Management Inc.
Form SC 13D/A
February 20, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(RULE 13d-101)

Amendment No. 2

**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

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 17, 2015

(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

24,460,702¹

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

WITH 824,609

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,460,702

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)

43.7%²

14. TYPE OF REPORTING PERSON (See Instructions)

IN

¹ 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.

² 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 400³

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 24,460,702⁴
9. SOLE DISPOSITIVE POWER

PERSON

WITH 178,115

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,461,102

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)

43.7%⁵

14. TYPE OF REPORTING PERSON (See Instructions)

IN

³ 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.

⁴ 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.

⁵ 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 1,400⁶

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 24,460,702⁷

9. SOLE DISPOSITIVE POWER

PERSON

WITH 93,264

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,462,102

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)

43.7%⁸

14. TYPE OF REPORTING PERSON (See Instructions)

IN

⁶ 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.

⁷ 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.

⁸ 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. 2

This Amendment No. 2 to Schedule 13D (Amendment No. 2) 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 on July 21, 2014 (the Original Schedule 13D). Capitalized terms used in this Amendment No. 2 but not otherwise defined herein have the meanings given to them in the Original Schedule 13D.

This Amendment No. 2 is being made to reflect changes in the number of shares subject to the Stockholders Agreement described in the Original Schedule 13D, including changes resulting from the issuance by the Company of shares of Class A common stock that are subject to that agreement and changes in the percentages deemed to be beneficially owned by the Reporting Persons as a result of that issuance. Except as otherwise set forth herein, this Amendment No. 2 does not modify any of the information previously reported by the Reporting Persons in the Original Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) (b)

As of February 17, 2015, 3,289,151 shares of Class A common stock of the Company and 21,171,551 shares of Class B common stock of the Company are subject to the Stockholders Agreement. Those shares, in the aggregate, represent approximately 69.0% 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 below. The Stockholders Agreement is described in greater detail in, and filed as an exhibit to, the Original Schedule 13D.

| Name | Aggregate Number of Shares | | Sole Voting Power | Shared Voting Power | Sole Power to Shared Power to | |
|-----------------------|--|--|-------------------------|---------------------------|--|---------|
| | of Class A Common Stock Beneficially Owned | Percentage of Outstanding Class A Common Stock | | | Dispose | Dispose |
| Eric R. Colson | 24,460,702 | 43.7% | 0 | 24,460,702 | 824,609 | 0 |
| Charles J. Daley, Jr. | 24,461,102 | 43.7% | 400 | 24,460,702 | 178,115 | 0 |
| Gregory K. Ramirez | 24,462,102 | 43.7% | 1,400 | 24,460,702 | 93,264 | 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 17, 2015, the Company issued 541,000 shares of restricted Class A common stock to certain of its employees (not including Mr. Colson, Mr. Daley or Mr. Ramirez), pursuant to the Company's 2013 Omnibus Incentive Compensation Plan. The 541,000 shares issued are subject to the Stockholders Agreement and, therefore, the Reporting Persons may be deemed to have acquired beneficial ownership of the shares. 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 above.

(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 |
| 99.2 | Power of Attorney of Eric R. Colson, dated March 10, 2014 |
| 99.3 | Power of Attorney of Charles J. Daley, Jr., dated March 10, 2014 |
| 99.4 | Power of Attorney of Gregory K. Ramirez, dated March 11, 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 20, 2015

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