

Artisan Partners Asset Management Inc.
Form S-1MEF
March 06, 2014

As filed with the Securities and Exchange Commission on March 6, 2014

Registration No.

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Artisan Partners Asset Management Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6282
(Primary Standard Industrial
Classification Code Number)

45-0969585
(IRS Employer
Identification Number)

875 E. Wisconsin Avenue, Suite 800

Milwaukee, WI 53202

(414) 390-6100

(Address, Including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

SARAH A. JOHNSON

Chief Legal Officer

Artisan Partners Asset Management Inc.

875 E. Wisconsin Avenue, Suite 800

Milwaukee, WI 53202

(414) 390-6100

(Name, Address, Including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

MARK J. MENTING

JOSHUA FORD BONNIE

CATHERINE M. CLARKIN

LESLEY PENG

Sullivan & Cromwell LLP

Simpson Thacher & Bartlett LLP

125 Broad Street

425 Lexington Avenue

New York, NY 10004

New York, NY 10017

(212) 558-4000

(212) 455-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **File No. 333-193617**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer "
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share ⁽²⁾ | Proposed maximum | Amount of registration fee |
|--|--|--|---|----------------------------|
| | | | aggregate offering price ⁽²⁾ | |
| Class A common stock, par value \$0.01 per share | 1,234,337 | \$62.00 | \$76,528,894 | \$9,856.93 |

- (1) The 1,234,337 shares of Class A common stock being registered in this Registration Statement are in addition to the 8,050,000 shares of Class A common stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-193617) and includes 161,000 shares of Class A common stock that the underwriters have the option to purchase.
- (2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission) by Artisan Partners Asset Management Inc. (the Company) pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended. This Registration Statement is being filed for the sole purpose of increasing the aggregate number of shares of the Company's Class A common stock, par value \$0.01 per share, offered by the Company by 1,234,337 shares, 161,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares. The contents of the Registration Statement on Form S-1 (File No. 333-193617), as amended, filed by the Company with the Commission, including each of the documents included therein or incorporated by reference therein and all exhibits thereto, which was declared effective by the Commission on March 6, 2014, are incorporated herein by reference into, and shall be deemed part of, this Registration Statement.

The Company hereby certifies that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount from the Company's account to the Commission's account as soon as practicable (but not later than the close of business on March 7, 2014), (ii) will not revoke such instructions, (iii) has sufficient funds in such account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during the bank's regular business hours on March 7, 2014.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (No. 333-193617), as amended, are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement. In addition, the following exhibits are filed herewith:

Exhibit

| No. | Description |
|------------|--|
| 5.1 | Opinion of Sullivan & Cromwell LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-1 filed on January 28, 2014 (No. 333-193617)) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 6, 2014.

Artisan Partners Asset Management Inc.

By: /s/ ERIC R. COLSON
Name: Eric R. Colson
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 6th day of March, 2014.

| Signature | Title |
|--|--|
| /s/ ERIC R. COLSON Eric R. Colson | President and Chief Executive Officer and Director (principal executive officer) |
| /s/ CHARLES J. DALEY, JR. Charles J. Daley, Jr. | Executive Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer) |
| * | Executive Chairman and Director |
| Andrew A. Ziegler | |
| * | Director |
| Matthew R. Barger | |
| * | Director |
| Tench Cox | |
| * | Director |
| Stephanie G. DiMarco | |
| * | Director |
| Jeffrey A. Joerres | |

*

Director

Allen R. Thorpe

* By: /s/ SARAH A. JOHNSON
Sarah A. Johnson,

Attorney-in-fact