

Manning & Napier, Inc.  
Form 8-K  
June 23, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 20, 2016**

**MANNING & NAPIER, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35355**  
**(Commission File Number)**

**45-2609100**  
**(I.R.S. Employer**  
**Identification Number)**

**290 Woodcliff Drive, Fairport, New York 14450**

**(Address of principal executive offices and zip code)**

**(585) 325-6880**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective June 20, 2016, certain changes were made to the compensation package of the Chairman and Chief Executive Officer of Manning & Napier, Inc. (the Company), William Manning. Mr. Manning's compensation previously consisted primarily of a base salary of \$1,400,000. For the remainder of 2016 and going forward, Mr. Manning will receive an annual base salary of \$1.00 with no variable compensation or additional changes to his compensation package.

Mr. Manning does not receive any compensation in his capacity as Chairman of the Company's Board of Directors.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 23, 2016

Manning & Napier, Inc.

By: /s/ Richard B. Yates  
Name: Richard B. Yates

Title: Corporate Secretary