

AFFILIATED MANAGERS GROUP INC
Form 424B7
April 01, 2008

Filed Pursuant to Rule 424(b)(7)

Registration No. 333-148030

PROSPECTUS SUPPLEMENT NO. 2

(TO PROSPECTUS DATED DECEMBER 12, 2007)

\$500,000,000

AMG Capital Trust II

5.15% Convertible Trust Preferred Securities

(liquidation amount \$50.00 per security)

guaranteed to the extent described herein by,

and convertible into the common stock of,

Affiliated Managers Group, Inc.

This document supplements the prospectus dated December 12, 2007 (the Prospectus) relating to resales by selling securityholders of the securities described in the Prospectus. The date of this Prospectus Supplement is April 1, 2008.

This Prospectus Supplement should be read in conjunction with, and is not complete without, and may not be delivered or utilized without, the Prospectus, including any amendments or supplements thereto.

Investing in these securities involves risk. See Risk Factors beginning on page 10 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities regulators has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus Supplement. Any representation to the contrary is a criminal offense.

The information in the table appearing under the heading Selling Securityholders, beginning on page 80 of the Prospectus, is hereby amended by adding the information below with respect to securityholders not previously listed in the Prospectus (including in any amendments or supplements thereto), and with respect to securityholders previously listed in the Prospectus (including in any amendments or supplements thereto), by superseding the information about such securityholder with the information in the table below. The information in the table below has been obtained from the Selling Securityholders.

Except as noted below, to our knowledge, none of the selling securityholders has, or within the past three years has had, any position, office or other material relationship with AMG or the trust or any of their predecessors or affiliates. Because the selling securityholders may, pursuant to this Prospectus Supplement, offer all or some portion of the trust preferred securities or shares of AMG common stock issuable upon conversion of the trust preferred securities, no estimate can be given as to the amount of those securities that will be held by the selling securityholders upon termination of any such sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their trust preferred securities since the date on which they provided the information regarding their trust preferred securities included herein in transactions exempt from the registration requirements of the Securities Act of 1933, as amended.

SELLING SECURITYHOLDERS

| Selling Securityholder | Number of Trust Preferred Securities Owned and Offered |
|--|---|
| Argent Classic Convertible Arbitrage Fund, L.P. | 31,940 |
| Argent Classic Convertible Arbitrage Fund II, L.P. | 7,260 |
| Argent Classic Convertible Arbitrage Fund Ltd. | 292,250 |
| Argent LowLev Convertible Arbitrage Fund Ltd. | 57,300 |
| Argent LowLev Convertible Arbitrage Fund II, LLC | 2,600 |

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|---|---------|
| Argentum Multistrategy Fund Ltd. | 4,700 |
| AVK (Advent Claymore) Fund | 60,000 |
| Bayerische Hypo-und Vereinsbank AG | 300,000 |
| BNP Paribas Arbitrage | 550,000 |
| Class C Trading Company, Ltd. | 51,700 |
| Dow Employees Pension Plan | 5,305 |
| Dow Employees Pension Plan 401(h) | 4,455 |
| Elite Classic Convertible Arbitrage Ltd. | 15,000 |
| Goldman Sachs & Co. | 100,000 |
| GSAM Asset Serving c/o Goldman Sachs | 225,000 |
| Guggenheim Portfolio Company XXXI, LLC | 21,726 |
| HFR CA Global Select Master Trust Account | 12,250 |
| HFR RVA Combined Master Trust | 9,311 |
| Highbridge International LLC(1) | 850,000 |
| ICM Business Trust(2) | 15,000 |
| Ionic Capital Master Fund Ltd.(3) | 135,000 |
| Lyxor Master Fund Ref: Argent/LowLev CB c/o Argent | 10,700 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated(4) | 62,500 |
| Old Lane Cayman Master Fund LP | 98,000 |

(1) The holder has informed us that Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC and has voting control and investment discretion over the securities held by Highbridge International LLC. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by Highbridge International LLC. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by Highbridge International LLC.

(2) The holder has informed us that Ionic Capital Partners LP (ICP) is the investment advisor of ICM Business Trust (the Trust) and consequently has voting and investment control over securities held by the Trust. Ionic Capital Management LLC (ICM) controls ICP. Bart Baum, Adam Radosti and Daniel Stone collectively control ICM and therefore have ultimate voting and investment control over securities held by the Trust. ICP, ICM, and Messrs. Baum, Radosti and Stone each disclaim beneficial ownership of the securities held by the Trust except to the extent of its pecuniary interest therein.

(3) The holder has informed us that Ionic Capital Partners LP (ICP) is the investment advisor of Ionic Capital Master Fund Ltd. (the Master Fund) and consequently has voting and investment control over securities held by the Master Fund. Ionic Capital Management LLC (ICM) controls ICP. Bart Baum, Adam Radosti and Daniel Stone collectively control ICM and therefore have ultimate voting and investment control over securities held by the Master Fund. ICP, ICM, and Messrs. Baum, Radosti and Stone each disclaim beneficial ownership of the securities held by the Master Fund except to the extent of its pecuniary interest therein.

(4) Merrill Lynch, Pierce, Fenner & Smith has served as an initial purchaser in several AMG securities transactions over the past three years. In addition, Merrill Lynch, Pierce, Fenner & Smith has from time to time provided financial advisory and investment banking services to AMG.

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|--|---------|
| Old Lane HMA Master Fund LP | 28,800 |
| Old Lane U.S. Master Fund LP | 73,200 |
| Partners Group Alternative Strategies PCC Ltd | 49,300 |
| Sandelman Partners Multi-Strategy Master Fund Ltd.(5) | 250,000 |
| Virginia Retirement System | 116,200 |
| Whitebox Convertible Arbitrage Partners LP | 207,713 |
| Whitebox Diversified Convertible Arbitrage Partners LP | 11,250 |
| Xavex Convertible Arbitrage 2 Fund | 10,700 |
| Xavex Convertible Arbitrage 10 Fund | 19,300 |

(5) The holder has informed us that Sandelman Partners, LP is the investment manager of Sandelman Partners Multi-Strategy Master Fund, Ltd. Sandelman Partners GP, LLC is the general partner of Sandelman Partners, LP. Jonathan Sandelman is the managing member of the Sandelman Partners GP, LLC. Each of Sandelman Partners, LP, Sandelman Partners GP, LLC and Jonathan Sandelman disclaims beneficial ownership of the shares registered hereunder, except to the extent of its or his pecuniary interest in such securities.
