LEGG MASON, INC. Form SC 13D/A April 12, 2016

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

SCHEDULE 13D Under the Securities Exchange Act of 1934

(Amendment No. 8)*

LEGG MASON, INC. (Name of Issuer)

Common Stock, \$0.10 par value (Title of Class of Securities)

524901105 (CUSIP Number)

Brian L. Schorr, Esq. Chief Legal Officer Trian Fund Management, L.P. 280 Park Avenue, 41st Floor New York, New York 10017 Tel. No.: (212) 451-3000

> (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 11, 2016 (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 which 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 ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON				
2	Nelson Peltz CHECK THE APPRO	PRIATE BOX IF A ME	EMBER OF A GROUP	(a) [_]	
_				(b) [_]	
3	SEC USE ONLY			(/ L=3	
4	SOURCE OF FUNDS	SOURCE OF FUNDS			
	AF				
5	CHECK BOX IF DISC	CLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSUANT	[_]	
	TO ITEMS 2(d) or 2(e	e)			
6	CITIZENSHIP OR PL	ACE OF ORGANIZAT	TION		
	United States				
		7	SOLE VOTING POWER		
			0		
	IBER OF SHARES	8	SHARED VOTING POWER		
	CIALLY OWNED BY		513,743		
EACH R	EPORTING PERSON	9	SOLE DISPOSITIVE POWER		
	WITH		0		
		10	SHARED DISPOSITIVE POWER		
			513,743		
11	AGGREGATE AMOU 513,743	JNT BENEFICIALLY (OWNED BY EACH REPORTING PERSON		
12	*	AGGREGATE AMOU	INT IN ROW (11) EXCLUDES CERTAIN	[]	
	SHARES		. ,		
13	PERCENT OF CLASS	S REPRESENTED BY A	AMOUNT IN ROW (11)		
	0.48%*				
14	TYPE OF REPORTIN	IG PERSON			
	IN				

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

1	NAME OF REPORTING PERSON					
2	Peter W. May CHECK THE APPRO	Peter W. May CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(b) [_]		
4	SOURCE OF FUNDS					
•	AF					
5	CHECK BOX IF DISC	CLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSUANT	[_]		
	TO ITEMS 2(d) or 2(e			(=)		
6		ACE OF ORGANIZAT	TION			
	United States					
		7	SOLE VOTING POWER			
			0			
NUN	MBER OF SHARES	8	SHARED VOTING POWER			
BENEF	CIALLY OWNED BY		513,743			
EACH I	REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			513,743			
11	AGGREGATE AMOU 513,743	JNT BENEFICIALLY (OWNED BY EACH REPORTING PERSON			
12	CHECK BOX IF THE	AGGREGATE AMOU	INT IN ROW (11) EXCLUDES CERTAIN	[_]		
	SHARES					
13	PERCENT OF CLASS	S REPRESENTED BY A	AMOUNT IN ROW (11)			
	0.48%*					
14	TYPE OF REPORTIN	G PERSON				
	IN					

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

1	NAME OF REPORTI	NAME OF REPORTING PERSON				
2	Edward P. Garden CHECK THE APPRO	Edward P. Garden CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY	SEC USE ONLY				
4	SOURCE OF FUNDS	SOURCE OF FUNDS				
	AF	AF				
5	CHECK BOX IF DISC	CLOSURE (OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]		
	TO ITEMS 2(d) or 2(e	2)				
6	CITIZENSHIP OR PL	ACE OF OF	RGANIZATION			
	United States					
		7	SOLE VOTING POWER			
			0			
	NUMBER OF SHARES	8	SHARED VOTING POWER			
	ENEFICIALLY OWNED BY		513,743			
\mathbf{E}_{A}	ACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			513,743			
11	AGGREGATE AMOU 513,743	JNT BENEF	FICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX IF THE	AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]		
	SHARES					
13	PERCENT OF CLASS	S REPRESE	NTED BY AMOUNT IN ROW (11)			
	0.48%*					
14	TYPE OF REPORTIN	G PERSON				
	IN					

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

1		NAME OF REPORTING PERSON				
	Trian Fund Manageme		A DOLLE DEDGOV			
	I.R.S. IDENTIFICATI	ON NO. OF A	ABOVE PERSON			
2	20-3454182		VIE A MEMBER OF A CROUD	(-) []		
2	CHECK THE APPRO	PRIATE BOX	X IF A MEMBER OF A GROUP	(a) [_] (b) [_]		
2	CEC LICE ONLY	·				
3	SEC USE ONLY SOURCE OF FUNDS	SEC USE ONLY				
4	AF					
5		CI OSLIDE OF	F LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]		
3	TO ITEMS 2(d) or 2(e		LEGAL I ROCLEDINGS IS REQUIRED I ORSUANI	L_J		
6	CITIZENSHIP OR PL	*	GANIZATION			
O	Delaware	ALCE OF ORC	57 11 (12) (11 (01 (
	Belaware	7	SOLE VOTING POWER			
		•	0			
	NUMBER OF SHARES	8	SHARED VOTING POWER			
В	ENEFICIALLY OWNED BY		513,743			
E	EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			513,743			
11	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
	513,743					
12		AGGREGAT	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[]		
	SHARES					
13		S REPRESEN	TED BY AMOUNT IN ROW (11)			
	0.48%*					
14	TYPE OF REPORTIN	G PERSON				
	PN					

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

1	NAME OF REPORTING PERSON					
	Trian Fund Manageme					
	I.R.S. IDENTIFICATI	ON NO. OF	ABOVE PERSON			
	20-3454087					
2	CHECK THE APPRO	PRIATE BO	X IF A MEMBER OF A GROUP	(a) [_]		
				(b) [_]		
3	SEC USE ONLY					
4	SOURCE OF FUNDS	SOURCE OF FUNDS				
	AF	AF				
5	CHECK BOX IF DISC	CLOSURE O	F LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]		
	TO ITEMS 2(d) or 2(e)				
6	CITIZENSHIP OR PL	ACE OF OR	GANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
			0			
NU	JMBER OF SHARES	8	SHARED VOTING POWER			
BENE	FICIALLY OWNED BY		513,743			
EACH	I REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			513,743			
11	AGGREGATE AMOU	JNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON			
	513,743					
12	CHECK BOX IF THE	AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[]		
	SHARES					
13	PERCENT OF CLASS	S REPRESEI	NTED BY AMOUNT IN ROW (11)			
	0.48%*					
14	TYPE OF REPORTIN	G PERSON				
	00					

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

1	NAME OF REPORTING PERSON				
	Trian Partners, L.P.				
	I.R.S. IDENTIFICATI	ON NO. OF ABOVE PI	ERSON		
	20-3453988				
2	CHECK THE APPRO	PRIATE BOX IF A ME	MBER OF A GROUP	(a) [_]	
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUNDS				
	WC				
5	CHECK BOX IF DISC	CLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSUANT	[_]	
	TO ITEMS 2(d) or 2(e)			
6	CITIZENSHIP OR PL	ACE OF ORGANIZAT	ION		
	Delaware				
		7	SOLE VOTING POWER		
			0		
NUM	BER OF SHARES	8	SHARED VOTING POWER		
BENEFI	CIALLY OWNED BY		109,428		
EACH R	EPORTING PERSON	9	SOLE DISPOSITIVE POWER		
	WITH		0		
		10	SHARED DISPOSITIVE POWER		
			109,428		
11	AGGREGATE AMOU	JNT BENEFICIALLY (OWNED BY EACH REPORTING PERSON		
	109,428				
12	CHECK BOX IF THE	AGGREGATE AMOU	NT IN ROW (11) EXCLUDES CERTAIN	[X]	
	SHARES				
13	PERCENT OF CLASS	S REPRESENTED BY A	AMOUNT IN ROW (11)		
	0.10%*				
14	TYPE OF REPORTIN	G PERSON			
	PN				

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

1	NAME OF REPORTING PERSON				
	Trian Partners Master I		ED GOV		
		ON NO. OF ABOVE PI	ERSON		
0	98-0468601		MRED OF A CROUP	() []	
2	CHECK THE APPRO	PRIATE BOX IF A ME	MBER OF A GROUP	(a) [_] (b) [_]	
2	·				
3		SEC USE ONLY			
4	SOURCE OF FUNDS				
5	WC	TI OCUDE OE LEGAL I	PROCEEDINGS IS REQUIRED PURSUANT	гэ	
3	TO ITEMS 2(d) or 2(e)		ROCEEDINGS IS REQUIRED FURSUANT	[_]	
6) ACE OF ORGANIZAT:	ION		
U	Cayman Islands	ACE OF ORGANIZAT	ION		
	Cayman Islands	7	SOLE VOTING POWER		
		,	0		
NUM	BER OF SHARES	8	SHARED VOTING POWER		
	CIALLY OWNED BY		277,937		
	EPORTING PERSON	9	SOLE DISPOSITIVE POWER		
_	WITH		0		
		10	SHARED DISPOSITIVE POWER		
			277,937		
11	AGGREGATE AMOU	JNT BENEFICIALLY O	OWNED BY EACH REPORTING PERSON		
	277,937				
12	CHECK BOX IF THE	AGGREGATE AMOU	NT IN ROW (11) EXCLUDES CERTAIN	[X]	
	SHARES				
13	PERCENT OF CLASS	REPRESENTED BY A	AMOUNT IN ROW (11)		
	0.26%*				
14	TYPE OF REPORTIN	G PERSON			
	PN				

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

1	NAME OF REPORTING PERSON					
	Trian Partners Parallel Fund I, L.P.					
	I.R.S. IDENTIFICATI	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	20-3694154					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) [_]		
3	SEC USE ONLY					
4	SOURCE OF FUNDS	SOURCE OF FUNDS				
	WC					
5	CHECK BOX IF DISC	CLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSUANT	[_]		
	TO ITEMS 2(d) or 2(e					
6	CITIZENSHIP OR PL	ACE OF ORGANIZAT	ION			
	Delaware					
		7	SOLE VOTING POWER			
			0			
NUM	IBER OF SHARES	8	SHARED VOTING POWER			
BENEFI	CIALLY OWNED BY		13,435			
EACH R	REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			13,435			
11	AGGREGATE AMOU 13,435	JNT BENEFICIALLY (OWNED BY EACH REPORTING PERSON			
12		AGGREGATE AMOU	NT IN ROW (11) EXCLUDES CERTAIN	[X]		
	SHARES			. ,		
13	PERCENT OF CLASS	S REPRESENTED BY A	AMOUNT IN ROW (11)			
	0.01%*		, ,			
14	TYPE OF REPORTIN	G PERSON				
	PN					

^{*} This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer.

Trian Partners Strategic Investment Fund, L.P. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 37-1593120 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [_] 3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.055** 14 TYPE OF REPORTING PERSON PN * This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5,	1	NAME OF REPORTI	NAME OF REPORTING PERSON				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN		Trian Partners Strategi	Trian Partners Strategic Investment Fund, L.P.				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [b] [b] [c] [b] [c] [c] [c] [c] [c] [c] [c] [c] [c] [c		I.R.S. IDENTIFICATI	ON NO. OF	ABOVE PERSON			
3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY ONED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%*		37-1593120					
3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY ONED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%*	2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (
SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%*							
WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.055%* 14 TYPE OF REPORTING PERSON PN	3	SEC USE ONLY	SEC USE ONLY				
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 10 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.055** 14 TYPE OF REPORTING PERSON PN	4	SOURCE OF FUNDS	SOURCE OF FUNDS				
TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%*		WC	WC				
TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%*	5	CHECK BOX IF DISC	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN					1_3		
NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN	6	CITIZENSHIP OR PL	ACE OF OF	RGANIZATION			
NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 10 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN		Delaware					
NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 10 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN			7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY 48,775 EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN				0			
EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 0 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN	N	UMBER OF SHARES	8	SHARED VOTING POWER			
WITH 10 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN	BENI	EFICIALLY OWNED BY		48,775			
10 SHARED DISPOSITIVE POWER 48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN	EACI	H REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
48,775 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN		WITH		0			
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN			10	SHARED DISPOSITIVE POWER			
48,775 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN				48,775			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X] SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* 14 TYPE OF REPORTING PERSON PN	11	AGGREGATE AMOU	JNT BENEF	FICIALLY OWNED BY EACH REPORTING PERSON			
SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* TYPE OF REPORTING PERSON PN		48,775					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%* TYPE OF REPORTING PERSON PN	12	CHECK BOX IF THE	AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[X]		
0.05%* TYPE OF REPORTING PERSON PN		SHARES					
14 TYPE OF REPORTING PERSON PN	13	PERCENT OF CLASS	S REPRESE	NTED BY AMOUNT IN ROW (11)			
PN		0.05%*					
	14	TYPE OF REPORTIN	G PERSON				
* This percentage is calculated based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5,		PN					
	* This pe	ercentage is calculated base	d upon 106,3	324,776 shares of the Issuer's common stock outstanding as o	f April 5,		

2016, as provided to the Filing Persons by the Issuer.

1	NAME OF REPORTING PERSON						
	Trian Partners Strategic Investment Fund-A, L.P.						
	I.R.S. IDENTIFICATI	ION NO. OF ABOVE	EPERSON				
	27-4180625						
2	CHECK THE APPRO	PRIATE BOX IF A I	MEMBER OF A GROUP	(a) [_]			
				(b) [_]			
3	SEC USE ONLY			. ,			
4	SOURCE OF FUNDS	SOURCE OF FUNDS					
	WC	WC					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT						
	TO ITEMS 2(d) or 2(e	e)					
6	CITIZENSHIP OR PL	ACE OF ORGANIZA	ATION				
	Delaware						
		7	SOLE VOTING POWER				
			0				
NUM	IBER OF SHARES	8	SHARED VOTING POWER				
BENEFI	CIALLY OWNED BY		48,554				
EACH R	REPORTING PERSON	9	SOLE DISPOSITIVE POWER				
	WITH		0				
		10	SHARED DISPOSITIVE POWER				
			48,554				
11		UNT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON				
10	48,554	ACCDECATE AM	OUNT IN DOW (11) EVOLUDES CEDTAIN	[37]			
12		AGGREGATE AMO	OUNT IN ROW (11) EXCLUDES CERTAIN	[X]			
1.2	SHARES	a DEDDEGENÆED D	WANGUNE IN DOW (11)				
13	PERCENT OF CLASS 0.05%*	S REPRESENTED B	Y AMOUNT IN ROW (11)				
14	TYPE OF REPORTIN	IC DEDSON					
17	PN	O I EKSON					
* This perce	= = '	d upon 106 324 776 s	hares of the Issuer's common stock outstanding as o	f April 5			
This perco	chage is calculated base	a upon 100,524,770 s	marcs of the issuer's common stock outstanding as of	1 April 3,			

2016, as provided to the Filing Persons by the Issuer.

1 NA	NAME OF REPORTING PERSON				
Tr	ian Partners Master F	Fund (ERISA), L.P.			
I.R	R.S. IDENTIFICATION	ON NO. OF ABOVE PE	ERSON		
98	-0682467				
2 CH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
				(b) [_]	
3 SE	SEC USE ONLY				
4 SC	SOURCE OF FUNDS				
W	C				
5 CF	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
TC	ITEMS 2(d) or 2(e))			
6 CI	TIZENSHIP OR PLA	ACE OF ORGANIZATI	ON		
De	elaware				
		7	SOLE VOTING POWER		
			0		
NUMBEI	R OF SHARES	8	SHARED VOTING POWER		
BENEFICIA	LLY OWNED BY		14,626		
EACH REPO	ORTING PERSON	9	SOLE DISPOSITIVE POWER		
•	WITH		0		
		10	SHARED DISPOSITIVE POWER		
			14,626		
11 AC	GGREGATE AMOU	NT BENEFICIALLY O	WNED BY EACH REPORTING PERSON		
	,626				
		AGGREGATE AMOU	NT IN ROW (11) EXCLUDES CERTAIN	[X]	
SH	IARES				
13 PE	RCENT OF CLASS	REPRESENTED BY A	MOUNT IN ROW (11)		
)1%*				
14 TY	PE OF REPORTING	G PERSON			
PN	•				
* This percentag	ge is calculated based	l upon 106,324,776 share	es of the Issuer's common stock outstanding as of	April 5,	

2016, as provided to the Filing Persons by the Issuer.

¹³

This Amendment No. 8 ("Amendment No. 8") relates to the Schedule 13D filed with the Securities and Exchange Commission on December 28, 2009 as amended by Amendment No. 1 to Schedule 13D filed on June 7, 2010, Amendment No. 2 to Schedule 13D filed on August 4, 2011, Amendment No. 3 to Schedule 13D filed on September 28, 2012, Amendment No. 4 to Schedule 13D filed on December 2, 2014, Amendment No. 5 to Schedule 13D filed on December 19, 2014, Amendment No. 6 to Schedule 13D filed on April 6, 2015, and Amendment No. 7 to Schedule 13D ("Amendment No. 7") filed on May 28, 2015 (as amended, the "Statement") relating to the Common Stock, \$0.10 par value per share (the "Shares"), of Legg Mason, Inc. a Maryland corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 100 International Drive, Baltimore, MD 21202.

Items 4, 5, 6 and 7 of the Statement are hereby amended and supplemented as follows:

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended and supplemented as follows:

Pursuant to a Stock Purchase Agreement dated April 11, 2016 (the "Stock Purchase Agreement") between Shanda Payment Investment Limited (the "Buyer") and Trian Management, Trian Onshore, Trian Offshore, Parallel Fund I, Strategic Fund, Strategic Fund-A and Trian ERISA (each a "Seller" and collectively, the "Sellers"), on April 11, 2016, the Sellers sold 10,526,153 Shares (the "Trian Shares"), in the aggregate to the Buyer at a purchase price of \$32.00 per Share (\$336,836,896 in the aggregate). The foregoing description of the Stock Purchase Agreement does not purport to be complete and is qualified by reference to the Stock Purchase Agreement, a copy of which is filed herewith as an exhibit and is incorporated into this Item 4 by reference.

The Filing Persons sold the Trian Shares for portfolio management purposes.

Following such sales, the Filing Persons continue to beneficially own an aggregate of 513,743 Shares, representing approximately 0.48% of the Issuer's outstanding Shares (based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer).

Depending on various factors, including, without limitation, the Issuer's financial position, results and strategic direction, price levels of the Issuer's shares, the Filing Persons' overall investment strategies, liquidity requirements and other portfolio management considerations, other investment opportunities available to the Filing Persons, conditions in the securities and capital markets, and general economic and industry conditions, the Filing Persons may, from time to time and at any time, in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including but not limited to, selling some or all of their holdings in the Issuer, entering into financial instruments or other agreements that decrease the Filing Person's economic exposure with respect to their investment in the Issuer, engage in hedging or similar transactions with respect to such holdings and/or distributing their holdings in the Issuer to investors in one or more of the Filing Persons. The Filing Persons may take other steps and/or change their intentions with respect to any of the matters referred to herein or in subsections (a)-(j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

(a) As of 4:00 p.m., New York City time, on April 11, 2016, the Filing Persons beneficially owned, in the aggregate, 513,743 Shares, representing approximately 0.48% of the Issuer's outstanding Shares (based upon 106,324,776 shares of the Issuer's common stock outstanding as of April 5, 2016, as provided to the Filing Persons by the Issuer).

(b) Each of Trian Management, Trian Onshore, Trian Offshore, Parallel Fund I, Strategic Fund, Strategic Fund-A, and Trian ERISA beneficially and directly owns and has sole voting power and sole dispositive power with regard to: 988; 109,428; 277,937; 13,435; 48,775; 48,554; and 14,626; Shares, respectively, except to the extent that other Filing Persons as described below may be deemed to have shared voting power and shared dispositive power with regard to such Shares.

Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Trian Onshore, Trian Offshore, Parallel Fund I, Strategic Fund, Strategic Fund-A and Trian ERISA (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3), the Shares that Trian Onshore, Trian Offshore, Parallel Fund I, Strategic Fund, Strategic Fund-A and Trian ERISA directly and beneficially own. Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes.

Each of Mr. May, Mr. Garden, Trian Management and Trian Management GP, by virtue of an agreement with Mr. Peltz (discussed in Item 5), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3), the Director Shares. Each of Mr. Peltz, Mr. May, Mr. Garden, Trian Management and Trian Management GP disclaims beneficial ownership of such Director Shares for all other purposes.

(c) Set forth below is a list of all transactions with respect to the Shares effected during the past sixty (60) days by any of the Filing Persons, inclusive of all transactions effected through 4:00 p.m., New York City time, on April 11, 2016. All such transactions were effected in a privately negotiated transaction pursuant to the Stock Purchase Agreement.

Fund Trian Onshore	Date 4/11/16	Shares 2,242,083	Price 32.00	Type Sale
Trian Offshore	4/11/16	5,694,693	32.00	Sale
Parallel Fund I	4/11/16	275,279	32.00	Sale
Strategic Fund	4/11/16	999,362	32.00	Sale
Strategic Fund-A	4/11/16	994,828	32.00	Sale
Trian ERISA	4/11/16	299,672	32.00	Sale
Trian Management	4/11/16	20,236	32.00	Sale

⁽e) As a result of the transactions referred to Items 4 and 5(c) above, on April 11, 2016 the Filing Persons ceased to be the beneficial owners of more than 5% of the Issuer's outstanding Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information set forth above in Item 4 is incorporated herein by reference.

In connection with the transactions contemplated by the Stock Purchase Agreement, the Sellers have agreed to pay to Citigroup Global Markets Inc. a transaction fee of \$2.0 million, in the aggregate.

Item 7. Material to be Filed as Exhibits

- 1. Joint Filing Agreement of the Filing Persons.
- 2. Stock Purchase Agreement dated April 11, 2016 between Shanda Payment Investment Limited and Trian Fund Management, L.P., Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund-A, L.P. and Trian Partners Master Fund (ERISA), L.P.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

April 11, 2016

TRIAN FUND MANAGEMENT, L.P. By: Trian Fund Management GP, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS, L.P.

By: Trian Partners GP, L.P., its general partner By: Trian Partners General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS MASTER FUND, L.P. By: Trian Partners GP, L.P., its general partner By: Trian Partners General Partner, LLC,

its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS PARALLEL FUND I, L.P.

By: Trian Partners Parallel Fund I
General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT FUND, L.P.

By: Trian Partners Strategic Investment Fund GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC

INVESTMENT FUND-A, L.P.

By: Trian Partners Strategic Investment Fund-A GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-A General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS MASTER FUND (ERISA), L.P.

By: Trian Partners (ERISA) GP, L.P., its general partner

By: Trian Partners (ERISA) General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

/s/NELSON PELTZ NELSON PELTZ

/s/PETER W. MAY PETER W. MAY

/s/EDWARD P. GARDEN EDWARD P. GARDEN

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of Legg Mason, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 11th day of April, 2016.

> TRIAN FUND MANAGEMENT, L.P. By: Trian Fund Management GP, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS, L.P.

By: Trian Partners GP, L.P., its general partner By: Trian Partners General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden Title: Member

TRIAN PARTNERS MASTER FUND, L.P. By: Trian Partners GP, L.P., its general partner By: Trian Partners General Partner, LLC,

its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS PARALLEL FUND I, L.P.

By: Trian Partners Parallel Fund I General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT FUND,

L.P.

By: Trian Partners Strategic Investment Fund GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund General Partner, LLC,

its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT FUND-A,

L.P.

By: Trian Partners Strategic Investment Fund-A GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-A General Partner, LLC, its general partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

TRIAN PARTNERS MASTER FUND (ERISA), L.P.

By: Trian Partners (ERISA) GP, L.P., its general partner By: Trian Partners (ERISA) General Partner, LLC, its general

partner

By: /s/EDWARD P. GARDEN Name: Edward P. Garden

Title: Member

/s/NELSON PELTZ NELSON PELTZ

/s/PETER W. MAY PETER W. MAY

/s/EDWARD P. GARDEN EDWARD P. GARDEN