

Artisan Partners Asset Management Inc.
Form SC 13D/A
November 12, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(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)

Thomas J. Murphy

McDermott Will & Emery LLP

227 West Monroe St, Suite 4400

Chicago, IL 60606

(312) 372-2000

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

November 6, 2013

(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. "

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1. Name of reporting person

Andrew A. Ziegler

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 36,831,950¹

8. Shared voting power

owned by

each

0

reporting 9. Sole dispositive power

person

with

0

10. Shared dispositive power

9,627,644²

11. Aggregate amount beneficially owned by each reporting person

36,831,950

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)

66.9%³

14. Type of reporting person (see instructions)

IN

¹ Represents all shares of Class A common stock, Class B common stock and Class C common stock of Artisan Partners Asset Management Inc. that Andrew A. Ziegler has the sole right to vote pursuant to the Stockholders Agreement. Mr. Ziegler disclaims beneficial ownership of all shares subject to the Stockholders Agreement except for those shares owned by Artisan Investment Corporation.

² Represents all shares of Class C common stock of Artisan Partners Asset Management Inc. owned by Artisan Investment Corporation. Andrew A. Ziegler is one of two directors of Artisan Investment Corporation.

³ Represents the amount in Row 11 divided by the sum of the total number of outstanding shares of Class A common stock of Artisan Partners Asset Management Inc. and the number of shares of Class A common stock that would be issued upon conversion of the shares of Class B and/or Class C common stock deemed to be beneficially owned by the Reporting Person.

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1. Name of reporting person

Artisan Investment Corporation

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:

Wisconsin

Number of 7. Sole voting power

shares

beneficially 0⁴

8. Shared voting power

owned by

each

reporting 0 9. Sole dispositive power

person

with 0

10. Shared dispositive power

9,627,644⁵

11. Aggregate amount beneficially owned by each reporting person

9,627,644

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)

32.7%⁶

14. Type of reporting person (see instructions)

CO

⁴ Pursuant to the Stockholders Agreement, Andrew A. Ziegler has the power to vote all shares of Class C common stock of Artisan Partners Asset Management Inc. owned by Artisan Investment Corporation.

⁵ Represents all shares of Class C common stock of Artisan Partners Asset Management Inc. owned by Artisan Investment Corporation.

⁶ Represents the amount in Row 11 divided by the sum of the total number of outstanding shares of Class A common stock of Artisan Partners Asset Management Inc. and the number of shares of Class A common stock that would be issued upon conversion of the shares of Class C common stock deemed to be beneficially owned by the Reporting Person.

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1. Name of reporting person

ZFIC, Inc.

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:

Wisconsin

Number of 7. Sole voting power

shares

beneficially 0⁷

8. Shared voting power

owned by

each

reporting 0

9. Sole dispositive power

person

with 0

10. Shared dispositive power

9,627,644⁸

11. Aggregate amount beneficially owned by each reporting person

9,627,644

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)

32.7%⁹

14. Type of reporting person (see instructions)

CO

⁷ Pursuant to the Stockholders Agreement, Andrew A. Ziegler has the power to vote all shares of Class C common stock of Artisan Partners Asset Management Inc. owned by Artisan Investment Corporation, of which ZFIC Inc. is the sole shareholder.

⁸ Represents all shares of Class C common stock of Artisan Partners Asset Management Inc. owned by Artisan Investment Corporation, of which ZFIC Inc. is the sole shareholder.

⁹ Represents the amount in Row 11 divided by the sum of the total number of outstanding shares of Class A common stock of Artisan Partners Asset Management Inc. and the number of shares of Class A common stock that would be issued upon conversion of the shares of Class C common stock deemed to be beneficially owned by the Reporting Person.

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1. Name of reporting person

Carlene M. Ziegler

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 0¹⁰

8. Shared voting power

owned by

each

reporting 0

9. Sole dispositive power

person

with 0

10. Shared dispositive power

9,627,644¹¹

11. Aggregate amount beneficially owned by each reporting person

9,627,644

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)

32.7%¹²

14. Type of reporting person (see instructions)

IN

- ¹⁰ Pursuant to the Stockholders Agreement, Andrew A. Ziegler has the power to vote all shares of Class C common stock of Artisan Partners Asset Management Inc. owned by Artisan Investment Corporation.
- ¹¹ Represents all shares of Class C common stock of Artisan Partners Asset Management Inc. owned by Artisan Investment Corporation. Carlene M. Ziegler is one of two directors of Artisan Investment Corporation.
- ¹² Represents the amount in Row 11 divided by the sum of the total number of outstanding shares of Class A common stock of Artisan Partners Asset Management Inc. and the number of shares of Class A common stock that would be issued upon conversion of the shares of Class C common stock deemed to be beneficially owned by the Reporting Person.

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This Amendment No. 2 to Schedule 13D (this Amendment No. 2) amends or amends and restates, where indicated, 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 20, 2013, as amended on July 22, 2013. Capitalized terms used in this Amendment No. 2 but not otherwise defined herein have the meanings given to them in the initial Schedule 13D.

This Amendment No. 2 is being made to reflect changes in the percentages deemed to be beneficially owned by the Reporting Persons as a result of the issuance by the Company of 5,520,000 shares of Class A common stock in an underwritten offering on November 6, 2013 and a change in the number of shares subject to the Stockholders Agreement described in the original filing. 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 Schedule 13D as amended to date.

Item 5. Interest in Securities of the Issuer

(a) (b)

Name	Aggregate Number of Shares of Class A Common Stock Beneficially Owned	Percentage of Outstanding Class A Common Stock	Sole Voting Power	Shared	Sole	Shared
				Voting Power	Power to Dispose	Power to Dispose
Andrew A. Ziegler	36,831,950	66.9%	36,831,950	0	0	9,627,644
Artisan Investment Corporation	9,627,644	32.7%	0	0	0	9,627,644
ZFIC Inc.	9,627,644	32.7%	0	0	0	9,627,644
Carlene M. Ziegler	9,627,644	32.7%	0	0	0	9,627,644

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 conversion of the shares of Class B and/or Class C common stock deemed to be beneficially owned by the Reporting Person. As of November 7, 2013, there were 19,807,436 shares of Class A common stock outstanding according to the records of the Company.

(d) With respect to the 36,831,950 shares of Class A common stock beneficially owned by Mr. Ziegler, 9,627,644 of those shares are directly owned by AIC and the remaining shares are owned by employees of the Company. Mr. Ziegler disclaims beneficial ownership of all 36,831,950 shares except for those shares owned by AIC.

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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: November 12, 2013

ANDREW A. ZIEGLER

By: Rebecca Himmelspach *

CARLENE M. ZIEGLER

By: Rebecca Himmelspach *

ARTISAN INVESTMENT CORPORATION

By: Rebecca Himmelspach *

ZFIC, INC.

By: Rebecca Himmelspach *

*By: /s/ Rebecca Himmelspach
Attorney-in-Fact for Andrew A. Ziegler
Attorney-in-Fact for Carlene M. Ziegler
Attorney-in-Fact for Artisan Investment
Corporation
Attorney-in-Fact for ZFIC, Inc.