

Barger Matthew R
Form 4
January 30, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barger Matthew R

2. Issuer Name and Ticker or Trading Symbol
Artisan Partners Asset Management Inc. [APAM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ARTISAN PARTNERS ASSET MANAGEMENT, 875 EAST WISCONSIN AVENUE, SUITE 800

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock, par value \$0.01 per share | 01/29/2019 | | A | 8,323 | A \$ 0 | 34,662 | D |
| Class C Common Stock, par value \$0.01 per share ⁽¹⁾ | | | | | | 296,810 | I Matthew Reed Barger Trustee of the Matthew Barger 2016 |

| | | | |
|---|---------|---|--|
| Class C Common Stock, par value \$0.01 per share ⁽¹⁾ | 310,500 | I | Annuity Trust ⁽²⁾ Matthew Reed Barger Trustee of the Matthew Reed Barger 2018 Annuity Trust ⁽³⁾ |
| Class C Common Stock, par value \$0.01 per share ⁽¹⁾ | 634,692 | I | The Barger Revocable Trust ⁽²⁾ ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price Derivati Security (Instr. 5) | |
|--|---|---|---|---|---|--|---|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class A Common Units of Artisan Partners Holdings LP | (4) | | | | | (4) | (4) | Class A Common Stock, par value \$0.01 per share | 296,810 |
| | (4) | | | | | (4) | (4) | | 310,500 |

| | | | | | |
|--|-----|-----|-----|--|---|
| Class A Common Units of Artisan Partners Holdings LP | | | | | Class A Common Stock, par value \$0.01 per share |
| Class A Common Units of Artisan Partners Holdings LP | (4) | (4) | (4) | | Class A Common Stock, par value \$0.01 per share |
| | | | | | 634,692 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Barger Matthew R C/O ARTISAN PARTNERS ASSET MANAGEMENT 875 EAST WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202 | X | | | |

Signatures

/s/ Lisa A. Moran, attorney-in-fact for Mr.

Barger

01/29/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On March 12, 2013, each holder of a Class A Common Unit of Artisan Partners Holdings LP received a number of shares of Class C Common Stock of Artisan Partners Asset Management Inc. (the "Company") equal to the number of Class A Common Units held by such person. Shares of Class C Common Stock do not have economic rights.

On May 31, 2018, the Reporting Person distributed 10,300 shares of Class C Common Stock and the same number of Class A Common Units from the Matthew Reed Barger 2016 Annuity Trust (of which the Reporting Person is trustee and beneficiary) to the Barger Revocable Trust.

On November 30, 2018, the Reporting Person contributed 310,500 shares of Class C Common Stock and the same number of Class A Common Units from the Barger Revocable Trust to the Matthew Reed Barger 2018 Annuity Trust of which the Reporting Person is trustee and beneficiary.

Each Class A Common Unit of Artisan Partners Holdings LP became exchangeable for one share of Class A Common Stock of the Company upon effectiveness of the Fourth Amended and Restated Limited Partnership Agreement of Holdings and an Exchange Agreement among the Company and each holder of limited partnership units of Holdings (the "Exchange Agreement"), each of which

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became effective on the closing date of the Company's IPO. Pursuant to the Exchange Agreement, each holder of Class A Common Units will have the right, pursuant to and subject to the limitations and restrictions set forth in the Exchange Agreement, to exchange his, her or its Class A Common Units for an equal number of shares of Class A Common Stock of the Company. Upon any such exchange for Class A Common Stock, the corresponding shares of Class C Common Stock then owned by such holder will be cancelled. The Class A Common Units have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.