

AFFILIATED MANAGERS GROUP INC  
Form 424B3  
July 17, 2006

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-135417

**PROSPECTUS SUPPLEMENT NO. 2**  
**(TO PROSPECTUS DATED JUNE 28, 2006)**

**\$291,000,000**

**AMG Capital Trust I**

**5.10% 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 June 28, 2006 (the Prospectus ) relating to resales by selling securityholders of the securities described in the Prospectus.

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 81 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:

**SELLING SECURITYHOLDERS**

<b>Selling Securityholder</b>	<b>Number of Trust Preferred Securities Owned and Offered</b>
Argent LowLev Convertible Arbitrage Fund Ltd.	198,680

The date of this prospectus supplement is July 17, 2006.

---