

Ramirez Gregory K
Form 5
January 12, 2018

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Ramirez Gregory K

(Last) (First) (Middle)

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)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Executive Vice President

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

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

MILWAUKEE, WI 53202

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class B Common Stock, par value \$0.01 per share ⁽¹⁾	11/08/2017	∅	M4 ⁽²⁾⁽³⁾	2,500 <u>(2) (3)</u> D \$ 0	77,364	D	∅
Class A Common Stock, par	11/08/2017	∅	M4 ⁽²⁾⁽³⁾	2,500 A \$ 0	30,900	D	∅

value \$0.01
per share

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

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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. Amount or Number of Shares
Class B Common Units of Artisan Partners Holdings LP	Â	11/08/2017	Â	M4 (2)(3)	Â 2,500 (2) (3)	Â (2) Â (2)	Class A Common Stock, par value \$0.01 per share	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramirez Gregory K C/O ARTISAN PARTNERS ASSET MANAGEMENT 875 EAST WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202	Â	Â X	Â Executive Vice President	Â

Signatures

/s/ Lisa A. Moran, attorney-in-fact for Mr. Ramirez
Date: 01/11/2018

**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).
- (1) In connection with the Company's initial public offering and related reorganization transactions, on March 12, 2013, each holder of a Class B common unit ("Class B Common Unit") of Artisan Partners Holdings LP received a number of shares of Class B common stock,

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par value \$0.01 per share ("Class B Common Stock"), of the Company equal to the number of Class B Common Units then held by such person. Shares of Class B Common Stock do not have economic rights.

- (2) Pursuant to an Exchange Agreement among the Company and each holder of limited partnership units of Artisan Partners Holdings LP ("Exchange Agreement"), which became effective on March 12, 2013, each holder of Class B Common Units has the right, pursuant to and subject to the limitations and restrictions set forth in the Exchange Agreement, to exchange his, her or its Class B Common Units for an equal number of shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of the Company. Upon any such exchange for Class A Common Stock, the corresponding shares of Class B Common Stock then held by such holder will be cancelled. The Class B Common Units have no expiration date.

- (3) On November 8, 2017, pursuant to the Company's Exchange Agreement, the reporting person exchanged 2,500 Class B Common Units for 2,500 shares of Class A Common Stock of the Company. In connection therewith, on November 8, 2017, the reporting person delivered to the Company an equal number of shares of Class B Common Stock and Class B Common Units for cancellation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.