Artisan Partners Asset Management Inc.
Form 3
March 06, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Hellman & Friedman LLC
(Last) (First) (Middle)

ONE MARITIME PLAZA,Â 12TH FLOOR
(Street)

SAN FRANCISCO,Â CAÂ 94111
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/06/2013

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class C Common Stock, par value $0.01 per share	7,786,240	I	See Footnotes (1) (4) (10) (11)
Class C Common Stock, par value $0.01 per share	5,195	I	See Footnotes (2) (4) (10) (11)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Preferred Units of Artisan Partners Holdings LP	Â (5)(6)	Â (5)(6)	Class A Common Stock, par value $0.01 per share	7,786,240	$ (5) (6)	I	See Footnotes (1) (10) (11)
Preferred Units of Artisan Partners Holdings LP	Â (5)(6)	Â (5)(6)	Class A Common Stock, par value $0.01 per share	5,195	$ (5) (6)	I	See Footnotes (2) (10) (11)
Convertible Preferred Stock, par value $0.01 per share	Â (7)(8)(9)	Â (7)(8)(9)	Class A Common Stock, par value $0.01 per share	2,565,463	$ (7) (8) (9)	I	See Footnotes (3) (10) (11)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellman & Friedman LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â X	Â X	Â	Â
Hellman & Friedman LP ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â X	Â X	Â	Â
Hellman & Friedman GP LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â X	Â X	Â	Â
Hellman & Friedman Investors V, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â X	Â X	Â	Â

H&F Brewer AIV, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â X	Â X	Â	Â
H&F Brewer AIV II, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â X	Â X	Â	Â
Hellman & Friedman Capital Associates V, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â X	Â X	Â	Â

Signatures

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC	03/06/2013
**Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman GP LLC, as General Partner of Hellman & Friedman LP	03/06/2013
**Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman GP LLC	03/06/2013
**Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P.	03/06/2013
**Signature of Reporting Person	Date
s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of H&F Brewer AIV, L.P.	03/06/2013
**Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of H&F Brewer AIV II, L.P.	03/06/2013
**Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Capital Associates V, L.P.	03/06/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are owned of record by H&F Brewer AIV, L.P.

(2) These securities are owned of record by Hellman & Friedman Capital Associates V, L.P.

(3) These securities are owned of record by H&F Brewer AIV II, L.P.

(4) Shares of Class C Common Stock have voting but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of preferred limited partnership units ("Preferred Units") of Artisan Partners Holdings LP ("Artisan Partners Holdings") held.

(5) Following the first anniversary of the initial public offering of Class A Common Stock, subject to certain restrictions set forth in the exchange agreement with Artisan Partners Holding (including those intended to ensure that Artisan Partners Holdings is not treated as a "publicly traded partnership" for U.S. federal income tax purposes), holders of Preferred Units will have the right to exchange Preferred Units (together with an equal number of shares of Class C Common Stock) either for shares of Convertible Preferred Stock on a one-for-one basis or for shares of Class A Common Stock at the conversion rate as described in footnote (7).

(6) Following the automatic conversion of Convertible Preferred Stock into Class A Common Stock as described in footnote (9), Preferred Units will be exchangeable only for Class A Common Stock at the conversion rate plus cash in lieu of fractional shares (after aggregating all shares of our Class A Common Stock that would otherwise be received by each holder). A Preferred Unit cannot be exchanged for a share of Class A Common Stock or Convertible Preferred Stock without a share of Class C Common Stock being delivered to the Issuer together at the time of exchange, at which time the Issuer will automatically cancel such share of Class C Common Stock.

(7) Each share of Convertible Preferred Stock will be convertible into one share of Class A Common Stock at the applicable conversion rate, which will be one-for-one subject to adjustment to reflect the payment of any preferential distributions made in respect of Convertible Preferred Stock upon certain partial capital events pursuant to the limited partnership agreement ("LPA") of Artisan Partners Holdings. The conversion rate will equal the excess, if any, of (a) one over (b) a fraction equal to (x) the cumulative excess distributions made per Preferred Unit of Artisan Partners Holdings upon certain partial capital events pursuant to the LPA divided by (y) the average daily volume-weighted average price ("VWAP") per share of Class A Common Stock for the 60 consecutive trading days immediately preceding the conversion date.

(8) The conversion rate will equal one when either (i) no partial capital events have occurred or (ii) when the amount distributed in respect of all partial capital events on a per unit basis equals the amount distributed per Preferred Unit in respect of all partial capital events.

(9) Upon the earlier of (i) the average of the daily VWAP of Class A Common Stock over any period of 60 consecutive trading days, beginning no earlier than the 90th day after (1) completion of the follow-on underwritten offering by the Issuer (but in no event beginning prior to the 15 month anniversary of the initial public offering of Class A Common Stock ("IPO")) or (2) the 15-month anniversary of the IPO, if the Issuer does not conduct the follow-on offering by that date, is at least $43.11 divided by the then-applicable conversion rate, or (ii) Artisan Partners Holdings is required to and does make a payment in settlement of the contingent value rights held by AIV and H&F Associates, all shares of Convertible Preferred Stock will automatically convert into shares of Class A Common Stock at the then-applicable conversion rate plus cash in lieu of fractional shares (after aggregating all shares of Class A Common Stock that would otherwise be received by each holder).

(10) Hellman & Friedman LLC ("H&F LLC") is the sole general partner of Hellman & Friedman Capital Associates V, L.P. ("H&F Associates") and Hellman & Friedman Investors V, L.P. ("H&F Investors"). H&F Investors is the sole general partner of H&F Brewer AIV, L.P. ("AIV") and H&F Brewer AIV II, L.P. ("AIV II"). Hellman & Friedman GP LLC ("H&F GP") is the sole general partner of Hellman & Friedman LP ("H&F LP"). As sole general partner of H&F Associates and H&F Investors, H&F LLC may be deemed to beneficially own shares of common stock beneficially owned by H&F Associates and H&F Investors. As sole general partner of AIV and AIV II, H&F Investors may be deemed to beneficially own shares of common stock beneficially owned by AIV and AIV II. As sole general partner of H&F LP, H&F GP may be deemed to beneficially own shares of common stock beneficially owned by H&F LP. Each of H&F LLC, H&F Associates, H&F Investors, AIV, AIV II, H&F GP and H&F LP is a director by deputization of the Issuer.

(11) Four designated members of H&F GP have collective power, by majority vote among them, to vote or to direct the vote of, and to dispose, or direct the disposition of, shares of common stock that are beneficially owned by H&F LP and H&F GP. A four person investment committee of H&F LLC has power to vote or to direct the vote of, and to dispose or to direct the disposition of, shares of common stock that are beneficially owned by H&F LLC, H&F Investors, H&F Associates, AIV and AIV II. Each designated member of H&F GP and each member of the investment committee of H&F LLC disclaims beneficial ownership of such shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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