

Artisan Partners Asset Management Inc.

Form 4

March 12, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hellman & Friedman LLC

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH
FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock, par value \$0.01 per share	03/12/2013		A ⁽¹⁾	3,571	A	\$ 0	3,571
						I	See footnotes (1) (2) (3)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman LLC	03/12/2013
_____ **Signature of Reporting Person	Date
/s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman GP LLC, as General Partner of Hellman & Friedman LP	03/12/2013
_____ **Signature of Reporting Person	Date
/s/ Allen R. Thorpe, as Managing Director of Hellman & Friedman GP LLC	03/12/2013
_____ **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.	03/12/2013
_____ **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.	03/12/2013
_____ **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.	03/12/2013
_____ **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) These shares represent shares of Class A Common Stock underlying restricted stock units granted by the Issuer to Mr. Thorpe and held by Mr. Thorpe for the benefit of Hellman & Friedman LP ("H&F LP"). Each restricted stock unit vested immediately upon grant and represents the contingent right to receive one share of Class A Common Stock. The shares of Class A Common Stock underlying the restricted stock units will be delivered on the earlier to occur of (i) a change in control of the Issuer and (ii) the termination of Mr. Thorpe's service as a director. The proceeds of any disposition of these shares will be applied against management fees pursuant to the applicable partnership agreement of each of H&F Brewer AIV, L.P. ("AIV") and H&F Brewer AIV II, L.P. ("AIV II").

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

(3) 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, 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.

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.