

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Galusha Beth H.</u>  (Last) (First) (Middle) <u>C/O MANNING &amp; NAPIER</u> <u>290 WOODCLIFF DRIVE</u>  (Street) <u>FAIRPORT NY 14450</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Manning &amp; Napier, Inc. [ MN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Principal Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable	Expiration Date						Title
Class A Units <sup>(1)(2)</sup>	\$5.32	03/31/2017		J	107,461	(3)	(3)	Class A Common Stock, \$0.01 par value	107,461	\$5.32	61,404	I	M&N Group Holdings, LLC

**Explanation of Responses:**

- Represents Class A units of Manning & Napier Group, LLC ("Group") that are owned directly by M&N Group Holdings, LLC ("Group Holdings"). Group Holdings is owned as follows: (a) Class B units of Group Holdings representing approximately 100% of the issued and outstanding Class B units of Group Holdings, which represents approximately 28.05% of the voting and economic rights of Group Holdings, are owned by William Manning; (b) Class A units of Group Holdings representing approximately 84.08% of the issued and outstanding Class A units of Group Holdings, which represents approximately 60.50% of the voting and economic rights of Group Holdings, are owned by MNA Advisors, Inc. ("Advisors") and (c) Class A units of Group Holdings representing approximately 15.92% of the issued and outstanding Class A units of Group Holdings, which represents approximately 11.45% of the voting and economic rights of Group Holdings, are owned by Manning & Napier Associates, LLC.
- The number of derivative securities shown is the number of Class A Units of Group directly owned by Group Holdings that are attributable to the interests of the Reporting Person as an owner of equity interests of Advisors. Each Class A Unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer based on the selling schedule set forth in Footnote (3) and in that certain Exchange Agreement, entered into as of November 23, 2011, by and among the Issuer, Group Holdings, Manning & Napier Capital Company, LLC and other parties thereto (filed as Exhibit 10.3 to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (File No. 001-35355)).
- Class A units of Group are subject to an annual exchange process that includes certain aggregate limits set forth in the Advisors Shareholder Agreement.

**Remarks:**

/s/ Sarah C. Turner, attorney-in-fact 04/04/2017

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

KNOW BY ALL THESE PRESENTS, that the undersigned hereby constitutes and appoints Sarah C. Turner, as the undersigned's true and lawful attorney-in-fact, limited solely to the following purposes, to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Manning & Napier, Inc. (the "Company"), (i) Forms 3, 4 and 5 (including any amendments thereto) which may be required to be filed with the Securities and Exchange Commission (the "SEC") in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act"), (ii) Schedules 13G and 13D (including any amendments thereto) which may be required to be filed in accordance with Sections 13(d) and 13(g) of the Exchange Act, (iii) a Form ID (including any amendments thereto) and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports, with respect to the undersigned's beneficial ownership of and transactions in reportable securities, and (iv) any other forms or reports that the undersigned may be required to file in connection with the undersigned's ownership, acquisition or disposition of securities of the Company;
2. do and perform any and all acts for and on behalf of the undersigned, which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, Schedule 13G or 13D, Form ID or any forms necessary to obtain or renew such SEC access codes, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in her discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the company assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

Photographic copies of this Power of Attorney shall have the same force and effect as the original. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or Schedules 13D or 13G with respect to the undersigned's beneficial ownership of and transactions in reportable securities, unless earlier revoked by the undersigned (a) automatically upon the undersigned's death, (b) automatically upon the attorney-in-fact being notified of the undersigned's disability, (c) automatically upon the attorney-in-fact no longer being a director or officer of the Company, or (d) upon a signed written revocation delivered to the foregoing attorney-in-fact.

In WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 2016.

By: /s/ Beth H. Galusha

Name: Beth H. Galusha