

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 10, 2020**

**MANNING & NAPIER, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35355**  
(Commission  
File Number)

**45-2609100**  
(I.R.S. Employer  
Identification Number)

**290 Woodcliff Drive, Fairport, New York 14450**  
(Address of principal executive offices and zip code)

**(585) 325-6880**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	MN	New York Stock Exchange
Common Stock Purchase Rights	MN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 10, 2020, Manning & Napier, Inc. (the “Company”) held its 2020 Annual Meeting of Stockholders. There were 16,275,359 shares of Class A common stock entitled to be voted as of April 13, 2020, the record date for the Annual Meeting. At the Annual Meeting, 13,776,162 shares of Class A common stock were present in person or by proxy, thus constituting a quorum at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders elected the six nominees listed below to serve as directors until the 2021 Annual Meeting of Stockholders or until their successors shall have been elected and qualified. The final voting results for the election of directors, with 5,713,851 broker non-votes, were as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Richard S. Goldberg	6,778,207	1,284,104
Barbara Goodstein	4,201,406	3,860,905
Robert Kopech	3,994,597	4,067,714
Kenneth A. Marvald	3,801,784	4,260,527
Marc O. Mayer	6,841,256	1,221,055
Edward J. Pettinella	4,202,918	3,859,393

The final voting results for all other matters voted on at the Annual Meeting were as follows:

- The proposal to ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accountants for the Company’s fiscal year ending December 31, 2020 was approved, with the Company receiving 12,810,921 votes for approval and 926,484 votes against approval, with 38,757 votes abstaining. There were no broker non-votes on this proposal.
- The non-binding advisory vote regarding the compensation of the Company’s named executive officers was approved, with the Company receiving 7,001,472 votes for approval and 1,025,110 votes against approval, with 35,729 votes abstaining and 5,713,851 broker non-votes.
- The vote regarding the 2020 Stock Incentive Plan of the Company was not approved, with the Company receiving 2,936,977 votes for approval and 4,948,336 votes against approval, with 176,998 votes abstaining and 5,713,851 broker non-votes.

No other business was transacted at the annual meeting.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Manning & Napier, Inc.

Date: June 15, 2020

By: /s/ Sarah C. Turner

Name: Sarah C. Turner

Title: Corporate Secretary