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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): December 20, 2019**

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**MANNING & NAPIER, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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

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.

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**Item 2.06. Material Impairments.**

On December 20, 2019, in connection with initiatives to upgrade its technology platform, Manning & Napier, Inc. (the “Company”) determined that it expects to record non-cash charges totaling approximately \$3.1 million in the fourth quarter of 2019 for the impairment of certain property and equipment of \$2.1 million and for the write-off of prepaid license costs of \$1.0 million.

This conclusion was reached after the Company entered into a contract with a new third-party service provider to leverage its platform in order to expand the Company’s digital capabilities, to enhance data warehousing, trade-order processing and accounting functions and to improve the Company’s client portal. This contract represents another step in the Company’s efforts to advance its digital transformation, and it will replace an existing license agreement for internal-use software. As a result of entering into the new contract, the Company assumes that certain currently capitalized internal-use software costs do not have significant value in the Company’s future technology strategy and will not ultimately be completed and placed into service. Future cash obligations under the existing license agreement for this internal-use software total approximately \$3.3 million.

**Forward-Looking Statements**

This report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which reflect the Company’s views with respect to, among other things, its operations and financial performance. Words like “believes,” “expects,” “may,” “estimates,” “will,” “should,” “could,” “intends,” “likely,” “plans,” or “anticipates” or the negative thereof or other variations thereon or comparable terminology, are used to identify forward-looking statements, although not all forward-looking statements contain these words. Although the Company believes that it is basing its expectations and beliefs on reasonable assumptions within the bounds of what is currently known about its business and operations, there can be no assurance that actual results will not differ materially from what the Company expects or believes. Some of the factors that could cause the Company’s actual results to differ materially from its expectations or beliefs are disclosed in the “Risk Factors” section, as well as other sections, of its Annual Report on Form 10-K, which include, without limitation: changes in securities or financial markets or general economic conditions; a decline in the performance of its products; client sales and redemption activity; any loss of an executive officer or key personnel; changes in the Company’s business related to strategic acquisitions and other transactions; and changes of government policy or regulations. All forward-looking statements speak only as of the date on which they are made and the Company undertakes no duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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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: December 27, 2019

By: /s/ Paul J. Battaglia

Name: Paul J. Battaglia

Title: Chief Financial Officer