

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Manning William</u>			2. Issuer Name and Ticker or Trading Symbol <u>Manning & Napier, Inc. [MN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>290 WOODCLIFF DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>FAIRPORT NY 14450</u>								
(City) (State) (Zip)								

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Units ⁽¹⁾⁽²⁾	\$1.48	05/11/2020		D ⁽³⁾		733,460	11/17/2017 ⁽³⁾	(3)	Class A Common Stock, \$0.01 par value	733,460	\$1.48	0	I	By Manning & Napier Capital Company, L.L.C.
Class A Units ⁽⁴⁾⁽⁵⁾	\$1.51 ⁽⁶⁾	05/11/2020		D ⁽³⁾		59,223,959	11/17/2017 ⁽³⁾	(3)	Class A Common Stock, \$0.01 par value	59,223,959	\$1.51 ⁽⁶⁾	0	I	By M&N Group Holdings, LLC

Explanation of Responses:

- Represents Class A units of Manning & Napier Group, LLC ("Group") that are owned directly by Manning & Napier Capital Company, L.L.C.
- The number of derivative securities shown is the number of Class A units of Group directly owned by Manning & Napier Capital Company, L.L.C. that are attributable to the interests of the Reporting Person. Each Class A unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer, subject to an annual exchange process.
- The Reporting Person redeemed an aggregate of 59,957,419 Class A units of Group, of which the Issuer is the managing member. Such units are redeemable for an equal number of shares of the Issuer's Class A common stock or cash, at the election of the independent directors of the Issuer. The Issuer's independent directors determined to redeem the units for cash, and the settlement of the redemption occurred on May 11, 2020. Class A units of Group do not expire.
- Represents Class A units of Group that are owned directly by M&N Group Holdings ("Group Holdings").
- 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. Each Class A unit of Group represents the right to receive cash or one share of Class A common stock of the Issuer, subject to an annual exchange process.
- The price reported in Column 2 and Column 8 is a weighted average price. These units were redeemed by Group as follows: (a) 34,696,444 Class A units of Group Holdings owned by MN Advisors, Inc. at a price of \$1.48; (b) 6,808,523 of Class A units of Group Holdings owned by Manning & Napier Associates, LLC at a price of \$1.56; and (c) 17,718,992 Class B units of Group Holdings owned by William Manning at price of \$1.56. Following Group's redemption of these units of Group Holdings, the Group units were redeemed by the Issuer, the managing member of Group.

Remarks:

/s/ Sarah C. Turner, attorney in fact 05/18/2020

** 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.