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

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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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 or Organization)

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

**290 Woodcliff Drive  
Fairport, NY 14450  
(585) 325-6880**  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Sarah C. Turner  
Corporate Secretary  
Manning & Napier, Inc.  
290 Woodcliff Drive, Fairport, NY 14450  
(585) 325-6880**  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE—DEREGISTRATION OF SECURITIES

This post-effective amendment relates to the registration statement on Form S-8 (Registration Statement No. 333-187943) (the “Registration Statement”), filed by Manning & Napier, Inc. (the “Company”) with the Securities and Exchange Commission on April 16, 2013, registering 13,142,813 shares of the Company’s Class A common stock, par value \$0.01 per share (the “2011 Plan Shares”), to be issued to participants under the Company’s 2011 Equity Compensation Plan (the “2011 Plan”).

The 2011 Plan Shares were registered to participants under the 2011 Plan. The Company is no longer issuing securities under the 2011 Plan. This post-effective amendment to the Registration Statement is being filed in order to deregister all 2011 Plan Shares that were registered under the Registration Statement and remain unissued under the 2011 Plan, if any.

On October 21, 2022, the Company merged with and into Callodine Merger Sub, Inc. and became a wholly-owned subsidiary of Callodine Midco, Inc. As a result of the merger, the Company has terminated any and all offerings of the Company’s securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. The Company has no further obligation to maintain effectiveness of the Registration Statement, and the Company wishes to discontinue the effectiveness of the Registration Statement. Accordingly, this Post-Effective Amendment No. 1 is being filed to terminate the effectiveness of the Registration Statement and to remove from registration all securities registered but not sold under the Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairport, State of New York, on October 26, 2022.

### MANNING & NAPIER, INC.

By: /s/ Marc Mayer

Marc Mayer  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Marc Mayer</u> Marc Mayer	Chief Executive Officer and Director (principal executive officer)	October 26, 2022
<u>/s/ Paul J. Battaglia</u> Paul J. Battaglia	Chief Financial Officer (principal financial and accounting officer)	October 26, 2022
<u>/s/ James Morrow</u> James Morrow	Director	October 26, 2022
<u>/s/ Austin McClintock</u> Austin McClintock	Director	October 26, 2022
<u>/s/ Tyler Bak</u> Tyler Bak	Director	October 26, 2022
<u>/s/ Adam Gusky</u> Adam Gusky	Director	October 26, 2022