
**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): April 9, 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

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 1.01. Entry into a Material Definitive Agreement.

On April 9, 2020, Manning & Napier, Inc. (the “Company”) delivered to William Manning an Exchange Response pursuant to the terms of the Exchange Agreement (the “Exchange Agreement”) between the Company, M&N Group Holdings, LLC (“MN Holdings”) and Manning & Napier Capital Company, LLC (“MNCC”). Mr. Manning, who is also the Chairman of the Company’s Board of Directors, provided an Exchange Notice on March 15, 2020 indicating that he would tender the entirety of his private interests in Manning & Napier Group, LLC exchangeable for cash or shares of the Company’s Class A common stock pursuant to the terms of the Exchange Agreement. The parties to the Exchange Agreement agreed to various extensions of the deadline by which the Exchange Response would be delivered to Mr. Manning. The Exchange Response delivered on April 9, 2020 indicates that the independent directors, on behalf of the Company, have decided that such exchange will be settled in approximately \$90 million cash paid to Mr. Manning, pursuant to the terms of the Exchange Agreement. The Company expects the exchange payment to be paid from the Company’s cash, cash equivalents and proceeds from the sale of investment securities. The Company expects the settlement of the exchange to occur on or before May 15, 2020.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 above is hereby incorporated into this Item 2.03 by reference.

Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The information set forth under Item 1.01 above is hereby incorporated into this Item 2.04 by reference.

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: April 9, 2020

By: /s/ Sarah C. Turner

Name: Sarah C. Turner

Title: Corporate Secretary