

OMB APPROVAL	
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**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>MAYER MARC O</u>			2. Issuer Name and Ticker or Trading Symbol <u>Manning &amp; Napier, Inc. [ MN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2021</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		
C/O MANNING & NAPIER, INC. 290 WOODCLIFF DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	FAIRPORT	NY	14450					
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.01	02/01/2021		A		163,399 <sup>(1)</sup>	A	\$0.00	1,048,172 <sup>(1)</sup>	D	

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$2.01							(2)	(3)	Class A Common Stock, par value \$0.01		1,316,666	D	
Employee Stock Option (right to buy)	\$2.01							(4)	(3)	Class A Common Stock, par value \$0.01		333,334	D	

**Explanation of Responses:**

- Includes 163,399 restricted stock units that will convert to common stock on a one-for-one basis. The restricted stock units are subject to time vesting, with one-fourth of such restricted stock units vesting on each of February 1, 2023, February 1, 2024, February 1, 2025 and February 1, 2026.
- 161,666 options became exercisable on December 30, 2020. The remaining options become exercisable, if at all, if the average closing price per share of Class A Common Stock of the Company equals or exceeds the applicable target price per share for 20 consecutive trading days on or before the applicable dates as follows: (i) 289,000 shares at each of the following target prices and target dates: \$6.25 by December 31, 2024, \$6.75 by December 31, 2024, \$7.25 by December 31, 2025; and (ii) 288,000 shares if the target price of \$7.75 is reached by December 31, 2025.
- The options shall terminate and become null and void at the close of business on the date that is the fourth anniversary of the applicable vesting date.
- 166,666 options vested on January 1, 2021 and 166,668 will vest on January 1, 2022.

**Remarks:**

/s/ Sarah C. Turner, attorney-in-fact 02/03/2021

\*\* 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.