

**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

OMB APPROVAL	
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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>  (Last) (First) (Middle) C/O MANNING & NAPIER, INC. 290 WOODCLIFF DRIVE  (Street) FAIRPORT NY 14450  (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/31/2020		F		65,501	D	\$6.27	689,946	D	
Class A Common Stock, par value \$0.01	01/04/2021		M		450,000	A	\$2.01	1,139,946	D	
Class A Common Stock, par value \$0.01	01/04/2021		F		303,123	D	\$6.5	836,823	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						Title
Employee Stock Option (right to buy)	\$2.01	01/04/2021		M			450,000	(1)	(2)	Class A Common Stock, par value \$0.01	450,000	\$0.00	1,466,666 <sup>(3)</sup>	D	
Employee Stock Option (right to buy)	\$2.01							(4)	(2)	Class A Common Stock, par value \$0.01	333,334		333,334 <sup>(4)</sup>	D	

**Explanation of Responses:**

- 183,666 options became exercisable on December 10, 2020 and 266,334 became exercisable on December 17, 2020.
- 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.
- 22,666 and 289,000 options became exercisable on December 17, 2020 and December 30, 2020, respectively. 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.
- 166,666 options vested on January 1, 2021, and 166,668 options will vest on January 1, 2022.

**Remarks:**

/s/ Sarah C. Turner, attorney-in-fact 01/05/2021

\*\* 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.

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