

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MANNING & NAPIER, INC.

(Exact Name of Registrant as Specified in Its Charter)

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)

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

EXPLANATORY NOTE - DEREGISTRATION OF SECURITIES

This post-effective amendment relates to the Registration Statement on Form S-3 (Registration Statement No. 333-260193) (the “Registration Statement”), filed by Manning & Napier, Inc. (the “Company”) with the Securities and Exchange Commission on October 12, 2021, registering up to an aggregate of 1,127,088 shares of the Company’s Common Stock, for resale by the selling stockholders named therein.

This post-effective amendment to the Registration Statement is being filed in order to deregister all shares of Common Stock that were registered under the Registration Statement and remain unissued, 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-3 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 dates indicated.

SIGNATURE	TITLE	DATE
<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