

OMB APPROVAL	
OMB Number:	3235-0287
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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).

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

1. Name and Address of Reporting Person* MAYER MARC O (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 Manning & Napier, Inc. [MN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2019	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.01	01/30/2019		A		375,000 ⁽¹⁾	A	\$0.00	375,000	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	01/30/2019		A		500,000		(2)	(3)	Class A Common Stock	\$0.00	500,000	D	
Employee Stock Option (right to buy)	\$2.01	01/30/2019		A		3,000,000		(4)	(3)	Class A Common Stock	\$0.00	3,000,000	D	

Explanation of Responses:

- Includes 125,000 shares of common stock and 250,000 restricted stock units that will convert to common stock on a one-for-one basis as follows: (i) 125,000 shares will vest on December 31, 2019, and (ii) 125,000 shares will vest on December 31, 2020.
- The options will vest ratably over a three-year period, with one-third vesting on January 1, 2020, an additional one-third vesting on January 1, 2021, and the remaining one-third vesting on January 1, 2022.
- 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.
- The option becomes 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) 400,000 shares if the target price of \$3.25 is reached by December 31, 2021, (ii) 289,000 shares at each of the following target prices and target dates: \$3.75 by December 31, 2021, \$4.25 by December 31, 2022, \$4.75 by December 31, 2022, \$5.25 by December 31, 2023, \$5.75 by December 31, 2023, \$6.25 by December 31, 2024, \$6.75 by December 31, 2024, \$7.25 by December 31, 2025; and (iii) 288,000 shares if the target price of \$7.75 is reached by December 31, 2025.

Remarks:

/s/ Sarah C. Turner, attorney-in-fact 02/01/2019

** 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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