

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 3, 2022

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
(IRS Employer
Identification No.)

290 Woodcliff Drive, Fairport, New York 14450
(Address of principal executive offices, including zip code)

(585) 325-6880
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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	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 5.07 Submission of Matters to a Vote of Security Holders.

On August 3, 2022, Manning & Napier, Inc. (the “Company”) held a special meeting (the “Special Meeting”) of stockholders via live webcast in connection with the proposed merger of Callodine Merger Sub, Inc. (“Corp Merger Sub”), a Delaware corporation, with and into the Company. As of the record date of the Special Meeting, there were a total of 19,124,332 shares of the Company’s common stock (“Common Stock”) outstanding and entitled to vote at the Special Meeting. At the Special Meeting, 13,213,026 shares of Common Stock were represented virtually or by proxy at the Special Meeting; therefore, a quorum was present.

Set forth below are the matters acted upon by the Company’s stockholders at the Special Meeting, each of which was approved, as well as the final voting results of each such matter.

The consummation of the Mergers remain subject to regulatory clearance and other closing conditions.

1. The proposal to adopt and approve the Agreement and Plan of Merger, dated as of March 31, 2022, by and among the Company, Manning & Napier Group, LLC (“Group LLC”), Callodine Midco, Inc. (“Parent”), Corp Merger Sub and Callodine Merger Sub, LLC (“LLC Merger Sub”) pursuant to which Corp Merger Sub will be merged with and into the Company, with the Company surviving the merger as a wholly-owned subsidiary of Parent, and LLC Merger Sub will be merged with and into Group LLC, with Group LLC surviving the merger as a wholly owned subsidiary of the Company (such transactions, the “Mergers” and such proposal, the “Merger Agreement Proposal”):

Votes For	Votes Against	Votes Abstaining
13,021,016	188,393	3,617

2. The proposal to approve, on a non-binding, advisory basis, a resolution approving the compensation that may be paid or become payable to the named executive officers of the Company that is based on or otherwise relates to the Mergers:

Votes For	Votes Against	Votes Abstaining
11,318,862	1,377,399	516,765

3. The proposal to approve the adjournment of the Special Meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the Special Meeting to approve the Merger Agreement Proposal was rendered moot in light of the approval of the Merger Agreement Proposal.

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.

By: /s/ Sarah C. Turner

Name: Sarah C. Turner

Title: Corporate Secretary

Date: August 4, 2022