
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington D.C. 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): June 12, 2019

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
(I.R.S. Employer
Identification Number)

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

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	MN	New York Stock Exchange

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 12, 2019, Manning & Napier, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders. There were 15,645,595 shares of Class A common stock entitled to be voted as of April 17, 2019, the record date for the Annual Meeting. At the Annual Meeting, 13,242,268 shares of Class A common stock were present in person or by proxy, thus constituting a quorum at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders elected the nine nominees listed below to serve as directors until the 2020 Annual Meeting of Stockholders or until their successors shall have been elected and qualified. The final voting results for the election of directors, with 5,875,704 broker non-votes, were as follows:

Nominee	Votes For	Votes Withheld
William Manning	5,899,990	1,466,574
Richard S. Goldberg	6,124,700	1,241,864
Barbara Goodstein	6,213,917	1,152,647
Edward J. Pettinella	6,251,482	1,115,082
Kenneth A. Marvald	6,097,137	1,269,427
Marc O. Mayer	6,272,610	1,093,954
Edward George	6,072,345	1,294,219
Joel Domino	5,771,947	1,594,617
Robert Kopech	6,320,235	1,046,329

The final voting results for all other matters voted on at the Annual Meeting were as follows:

- The proposal to ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accountants for the Company’s fiscal year ending December 31, 2019 was approved, with the Company receiving 12,879,705 votes for approval and 321,241 votes against approval, with 41,322 votes abstaining.
- The non-binding advisory vote regarding the compensation of the Company’s named executive officers was approved, with the Company receiving 6,559,219 votes for approval and 513,843 votes against approval, with 293,502 votes abstaining and 5,875,704 broker non-votes.

No other business was transacted at the annual meeting.

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.

Date: June 14, 2019

By: /s/ Sarah C. Turner

Name: Sarah C. Turner

Title: Corporate Secretary