

Artisan Partners Asset Management Inc.  
Form SC 13D/A  
May 07, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**(RULE 13d-101)**

**(Amendment No. 4)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO**

**§ 204.13D-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934**

**Artisan Partners Asset Management Inc.**

**(Name of Issuer)**

**Class A Common Stock, \$0.01 par value per share**

**(Title of Class of Securities)**

**04316A-108**

**(CUSIP Number)**

**Thomas J. Murphy**

**McDermott Will & Emery LLP**

**227 West Monroe St, Suite 4400**

**Chicago, IL 60606**

**(312) 372-2000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**March 9, 2015**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

SCHEDULE 13D

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1. Name of reporting person  
Andrew A. Ziegler
2. Check the appropriate box if a member of a group (see instructions)
3. (a) " (b) "  
SEC use only
4. Source of funds:  
OO
5. Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "  
Citizenship or place of organization:
6. United States of America
7. Number of shares beneficially owned by each reporting person  
Sole voting power  
0
8. Shared voting power  
6,955,973
9. Sole dispositive power  
0
10. Shared dispositive power  
6,955,973
11. Aggregate amount beneficially owned by each reporting person  
6,955,973
12. Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by  
amount in Row (11)

15.1%

14. Type of reporting person (see  
instructions)

IN

SCHEDULE 13D

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1. Name of reporting person  
Artisan Investment Corporation
2. Check the appropriate box if a member of a group (see instructions)
3. (a) " (b) "  
SEC use only
4. Source of funds:  
OO
5. Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "
6. Citizenship or place of organization:  
Wisconsin
7. Number of shares beneficially owned by each reporting person with  
Sole voting power  
0
8. Shared voting power  
6,955,973
9. Sole dispositive power  
0
10. Shared dispositive power  
6,955,973
11. Aggregate amount beneficially owned by each reporting person  
6,955,973
- 12.

Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

Percent of class represented by amount in Row (11)

13.

15.1%

Type of reporting person (see instructions)

14.

CO

SCHEDULE 13D

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1. Name of reporting person  
ZFIC, Inc.
2. Check the appropriate box if a member of a group (see instructions)
3. (a) " (b) " SEC use only
4. Source of funds:  
OO
5. Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "
6. Citizenship or place of organization:  
Wisconsin
7. Number of shares beneficially owned by each reporting person with
8. Sole voting power  
0
9. Shared voting power  
6,955,973
10. Sole dispositive power  
0
11. Shared dispositive power  
6,955,973
12. Aggregate amount beneficially owned by each reporting person  
6,955,973

Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

15.1%

14. Type of reporting person (see instructions)

CO



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1. Name of reporting person  
Carlene M. Ziegler
2. Check the appropriate box if a member of a group (see instructions)
3. (a) " (b) "  
SEC use only
4. Source of funds:  
OO
5. Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "
6. Citizenship or place of organization:  
United States of America
7. Number of shares beneficially owned by each reporting person  
Sole voting power  
0
8. Shared voting power  
6,955,973
9. Sole dispositive power  
0
10. Shared dispositive power  
6,955,973
11. Aggregate amount beneficially owned by each reporting person  
6,955,973
- 12.

Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

15.1%

14. Type of reporting person (see instructions)

IN

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This Amendment No. 4 to Schedule 13D (this “Amendment No. 4”) amends or amends and restates, where indicated, the statement on Schedule 13D relating to the Class A common stock of the Company filed by the Reporting Persons with the Securities and Exchange Commission on March 20, 2013, as amended on July 22, 2013, November 12, 2013 and March 13, 2014. Capitalized terms used in this Amendment No. 4 but not otherwise defined herein have the meanings given to them in the initial Schedule 13D.

Amendment No. 4 is being made to reflect reductions in the amount and percentage deemed to be beneficially owned by the Reporting Persons as a result of a sale by the Reporting Persons.

Except as otherwise set forth herein, this Amendment No. 4 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D as amended to date.

**5. Interest in Securities of the Issuer**

(a) – (b) The Reporting Persons share investment power over 6,955,973 Class D Common Units which have economic rights but no voting power and share voting power over an equal number of shares of Class C Common Stock which have voting power but no economic rights. The Class D Common Units are exchangeable for the same number of shares of Class A Common Stock. The Class C Common Stock would be cancelled in the event that the Class D Common Units were exchanged. Accordingly, the securities beneficially owned by the Reporting Persons represent the right to acquire 6,955,973 shares of Class A Common Stock. The securities beneficially owned by the Reporting Persons represent 15.1% of the shares of Class A Common Stock that would be outstanding if the Class D Units were exchanged. As of March 9, 2015, there were 39,135,133 shares of Class A common stock outstanding according to information provided by the Company.

(c) On March 9, 2015, AIC sold 1,227,525 Class D Common Units to the Company for \$46.08 per Unit and an equal number of shares of Class C Common Stock were cancelled for no consideration.



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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2015

ANDREW A. ZIEGLER

By: Rebecca Himmelspach \*

CARLENE M. ZIEGLER

By: Rebecca Himmelspach \*

ARTISAN INVESTMENT CORPORATION

By: Rebecca Himmelspach \*

ZFIC, INC.

By: Rebecca Himmelspach \*

\*By: /s/ Rebecca Himmelspach

Attorney-in-Fact for Andrew A. Ziegler

Attorney-in-Fact for Carlene M. Ziegler

Attorney-in-Fact for Artisan Investment Corporation

Attorney-in-Fact for ZFIC, Inc.