

Artisan Partners Asset Management Inc.

Form 4

August 25, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COXE TENCH

(Last) (First) (Middle)

**C/O ARTISAN PARTNERS ASSET
MANAGEMENT, 875 EAST
WISCONSIN AVENUE, SUITE 800**

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Artisan Partners Asset Management
Inc. [APAM]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 C Common Stock, par value \$0.01 per share ⁽¹⁾	08/25/2014		M ⁽²⁾		539,024 ^{(2) (3)}	D	\$ 0 0		I	By limited partnership ⁽⁴⁾
Class C Common Stock, par value	08/25/2014		M ⁽⁵⁾		540,179 ^{(3) (5)}	D	\$ 0 0		I	By limited partnership ⁽⁶⁾

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\$0.01 per
share ⁽¹⁾

Class C
Common
Stock, par
value

08/25/2014

M ⁽⁷⁾

40,705
^{(3) (7)}

D

\$ 0 0

I

By trust ⁽⁸⁾

\$0.01 per
share ⁽¹⁾

Class A
Common
Stock, par
value

08/25/2014

M

539,024
⁽²⁾

A

\$ 0 539,024

I

By limited
partnership
⁽⁴⁾

\$0.01 per
share

Class A
Common
Stock, par
value

08/25/2014

M

540,179
⁽⁵⁾

A

\$ 0 540,179

I

By limited
partnership
⁽⁶⁾

\$0.01 per
share

Class A
Common
Stock, par
value

08/25/2014

M

40,705
⁽⁷⁾

A

\$ 0 40,705

I

By trust ⁽⁸⁾

\$0.01 per
share

Class A
Common
Stock, par
value

4,728

D ⁽⁹⁾

\$0.01 per
share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8.
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Units of Artisan Partners Holdings LP							Class A Common Stock, par value \$0.01 per share	
	(2)		08/25/2014	M(2)	539,024 (2) (3)	(3)	(3)	539,024
Class A Common Units of Artisan Partners Holdings LP							Class A Common Stock, par value \$0.01 per share	
	(5)		08/25/2014	M(5)	540,179 (3) (5)	(3)	(3)	540,179
Class A Common Units of Artisan Partners Holdings LP							Class A Common Stock, par value \$0.01 per share	
	(7)		08/25/2014	M(7)	40,705 (3) (7)	(3)	(3)	40,705

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COXE TENCH C/O ARTISAN PARTNERS ASSET MANAGEMENT 875 EAST WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202	X			

Signatures

/s/ Lisa A. Moran, attorney-in-fact for Mr.
Coxe 08/25/2014

____Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) In connection with the initial public offering and related reorganization transactions of Artisan Partners Asset Management Inc. (the "Company"), on March 12, 2013, each holder of a Class A common unit ("Class A Common Unit") of Artisan Partners Holdings LP received a number of shares of Class C common stock, par value \$0.01 per share ("Class C Common Stock"), of the Company equal to the number of Class A Common Units then held by such person. Shares of Class C Common Stock do not have economic rights.

(2)

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On August 25, 2014, pursuant to the Company's Exchange Agreement, Sutter Hill Ventures, a California Limited Partnership, of which the reporting person is a managing director, exchanged 539,024 Class A Common Units for 539,024 shares of Class A Common Stock of the Company. In connection therewith, on August 25, 2014, Sutter Hill Ventures, a California Limited Partnership, delivered to the Company an equal number of shares of Class C Common Stock and Class A Common Units for cancellation.

- (3) Pursuant to the Company's Exchange Agreement, each holder of Class A Common Units has the right, pursuant to and subject to the limitations and restrictions set forth in the Exchange Agreement, to exchange his, her or its Class A Common Units for an equal number of shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock") of the Company. Upon any such exchange for Class A Common Stock, the Class A Common Units and the corresponding shares of Class C Common Stock will be cancelled. The Class A Common Units have no expiration date.

- (4) Securities held by Sutter Hill Ventures, a California Limited Partnership. The reporting person is a managing director of the general partner of Sutter Hill Ventures, a California Limited Partnership. The reporting person disclaims beneficial ownership in these securities except as to the reporting person's pecuniary interest therein.

- (5) On August 25, 2014, pursuant to the Company's Exchange Agreement, a limited partnership of which the reporting person is a trustee of a trust that is the general partner, exchanged 540,179 Class A Common Units for 540,179 shares of Class A Common Stock of the Company. In connection therewith, on August 25, 2014, the limited partnership delivered to the Company an equal number of shares of Class C Common Stock and Class A Common Units for cancellation.

- (6) Securities held by a limited partnership of which the reporting person is a trustee of a trust that is the general partner. The reporting person disclaims beneficial ownership in these securities except as to the reporting person's pecuniary interest therein.

- (7) On August 25, 2014, pursuant to the Company's Exchange Agreement, a trust of which the reporting person is a trustee, exchanged 40,705 Class A Common Units for 40,705 shares of Class A Common Stock of the Company. In connection therewith, on August 25, 2014, the trust delivered to the Company an equal number of shares of Class C Common Stock and Class A Common Units for cancellation.

- (8) Securities held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these securities except as to the reporting person's pecuniary interest therein.

- (9) The reporting person shares pecuniary interest in these securities with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership of these securities except as to the reporting person's pecuniary interest in these securities.

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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