

Artisan Partners Asset Management Inc.

Form 4

March 12, 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

OMB
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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)
03/12/2014

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. Code (Instr. 8)	4. Securities Acquired 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)
Class C Common Stock, par value \$0.01 per share ⁽¹⁾	03/12/2014		D ⁽²⁾	13,568 ^{(2) (3)}	D \$ 0 40,705	I	By trust ⁽⁴⁾
Class C Common Stock, par value	03/12/2014		D ⁽⁵⁾	180,060 ^{(3) (5)}	D \$ 0 540,179	I	By limited partnership ⁽⁶⁾

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\$0.01 per
share ⁽¹⁾

Class C
Common
Stock, par
value
\$0.01 per
share ⁽¹⁾

03/12/2014

D⁽⁷⁾

179,675
⁽³⁾ ⁽⁷⁾

D

\$ 0

539,024

I

By limited
partnership
⁽⁸⁾

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
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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.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Units of Artisan Partners Holdings LP	(2)	03/12/2014		D(2)	13,568 (2) (3)	(3)	(3)	Class A Common Stock, par value \$0.01 per share	13,568
Class A Common Units of Artisan Partners Holdings LP	(5)	03/12/2014		D(5)	180,060 (3) (5)	(3)	(3)	Class A Common Stock, par value \$0.01 per share	180,060
Class A Common Units of Artisan Partners Holdings LP	(7)	03/12/2014		D(7)	179,675 (3) (7)	(3)	(3)	Class A Common Stock, par value \$0.01 per share	179,675

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

03/12/2014

__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) On March 12, 2014, pursuant to the Partnership Unit Purchase Agreement by and between the Company and a trust of which the reporting person is a trustee, the Company purchased 13,568 Class A Common Units from the trust for \$59.675 per unit and the trust delivered to the Company an equal number of shares of Class C Common Stock for cancellation.
- (3) Pursuant to an Exchange Agreement among the Company and each holder of limited partnership units of Artisan Partners Holdings LP (the "Exchange Agreement"), which became effective on March 12, 2013, following March 12, 2014, 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 corresponding number of shares of Class C Common Stock then held by such holder will be cancelled. The Class A Common Units have no expiration date.
- (4) Securities held by a trust of which the Reporting Person is a trustee.
- (5) On March 12, 2014, pursuant to the Partnership Unit Purchase Agreement by and between the Company and a limited partnership of which the reporting person is a trustee of a trust which is the general partner, the Company purchased 180,060 Class A Common Units from the limited partnership for \$59.675 per unit and the limited partnership delivered to the Company an equal number of shares of Class C Common Stock for cancellation.
- (6) Securities held by a limited partnership of which the Reporting Person is a trustee of a trust which 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 March 12, 2014, pursuant to the Partnership Unit Purchase Agreement by and between the Company and Sutter Hill Ventures, a California limited partnership of which the reporting person is a managing director of the general partner, the Company purchased 179,675 Class A Common Units from Sutter Hill Ventures for \$59.675 per unit and Sutter Hill Ventures delivered to the Company an equal number of shares of Class C Common Stock for cancellation.
- (8) 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.

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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