

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>Barger Matthew R</u> (Last) (First) (Middle) <u>C/O ARTISAN PARTNERS ASSET MANAGEMENT</u> <u>875 EAST WISCONSIN AVENUE, SUITE 800</u> (Street) <u>MILWAUKEE WI 53202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Artisan Partners Asset Management Inc. [APAM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 A Common Stock, par value \$0.01 per share	01/27/2017		A		6,762	A	\$0	21,547	D	
Class C Common Stock, par value \$0.01 per share ⁽¹⁾								310,500	I	Matthew Reed Barger Trustee of the Matthew Barger 2016 Annuity Trust ⁽²⁾
Class C Common Stock, par value \$0.01 per share ⁽¹⁾								931,502	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Common Units of Artisan Partners Holdings LP	(3)						(3)	(3)	Class A Common Stock, par value \$0.01 per share	310,500		310,500	I	Matthew Reed Barger Trustee of the Matthew Barger 2016 Annuity Trust ⁽²⁾
Class A Common Units of Artisan Partners Holdings LP	(3)						(3)	(3)	Class A Common Stock, par value \$0.01 per share	931,502		931,502	D	

Explanation of Responses:

1. On March 12, 2013, each holder of a Class A Common Unit of Artisan Partners Holdings LP received a number of shares of Class C Common Stock of Artisan Partners Asset Management Inc. (the "Company") equal to the number of Class A Common Units held by such person. Shares of Class C Common Stock do not have economic rights.
2. On April 30, 2016, the reporting person contributed 310,500 shares of Class C Common Stock and the same number of Class A Common Units to Matthew Reed Barger Trustee of the Matthew Barger 2016 Annuity Trust of which the reporting person is a trustee.
3. Each Class A Common Unit of Artisan Partners Holdings LP became exchangeable for one share of Class A Common Stock of the Company upon effectiveness of the Fourth Amended and Restated Limited Partnership Agreement of Holdings and an Exchange Agreement among the Company and each holder of limited partnership units of Holdings (the "Exchange Agreement"), each of which became effective on

the closing date of the Company's IPO. Pursuant to the Exchange Agreement, each holder of Class A Common Units will have 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 of the Company. Upon any such exchange for Class A Common Stock, the corresponding shares of Class C Common Stock then owned by such holder will be cancelled. The Class A Common Units have no expiration date.

/s/ Lisa A. Moran, attorney-in-
fact for Mr. Barger 01/27/2017

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Sarah A. Johnson, Samuel B. Sellers and Lisa A. Moran, signing jointly or either of them signing individually in his or her capacity hereunder, with full power of substitution and resubstitution, as the undersigned's true and lawful attorneys in fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, member of the Stockholders Committee and/or other stockholder of Artisan Partners Asset Management Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary, advisable or appropriate to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, or otherwise necessary, advisable or appropriate, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby ratifies and confirms all acts and things that each or both of the attorneys in fact, or such attorneys in fact's substitute or substitutes, have done, may do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

/s/Matthew R. Barger
Matthew R. Barger
Date: 07/28/2014