

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Artisan Partners Asset Management Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6282
(Primary Standard Industrial
Classification Code Number)

45-0969585
(IRS Employer
Identification Number)

875 E. Wisconsin Avenue, Suite 800
Milwaukee, WI 53202
(414) 390-6100

(Address, Including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

SARAH A. JOHNSON
Chief Legal Officer
Artisan Partners Asset Management Inc.
875 E. Wisconsin Avenue, Suite 800
Milwaukee, WI 53202
(414) 390-6100

(Name, Address, Including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

MARK J. MENTING
CATHERINE M. CLARKIN
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
(212) 558-4000

JOSHUA FORD BONNIE
LESLEY PENG
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(212) 455-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ **File No. 333-193617**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A common stock, par value \$0.01 per share	1,234,337	\$62.00	\$76,528,894	\$9,856.93

- (1) The 1,234,337 shares of Class A common stock being registered in this Registration Statement are in addition to the 8,050,000 shares of Class A common stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-193617) and includes 161,000 shares of Class A common stock that the underwriters have the option to purchase.
- (2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) by Artisan Partners Asset Management Inc. (the “Company”) pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended. This Registration Statement is being filed for the sole purpose of increasing the aggregate number of shares of the Company’s Class A common stock, par value \$0.01 per share, offered by the Company by 1,234,337 shares, 161,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares. The contents of the Registration Statement on Form S-1 (File No. 333-193617), as amended, filed by the Company with the Commission, including each of the documents included therein or incorporated by reference therein and all exhibits thereto, which was declared effective by the Commission on March 6, 2014, are incorporated herein by reference into, and shall be deemed part of, this Registration Statement.

The Company hereby certifies that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount from the Company’s account to the Commission’s account as soon as practicable (but not later than the close of business on March 7, 2014), (ii) will not revoke such instructions, (iii) has sufficient funds in such account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during the bank’s regular business hours on March 7, 2014.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (No. 333-193617), as amended, are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement. In addition, the following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Sullivan & Cromwell LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-1 filed on January 28, 2014 (No. 333-193617))

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 6, 2014.

Artisan Partners Asset Management Inc.

By: /s/ ERIC R. COLSON

Name: Eric R. Colson

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 6th day of March, 2014.

Signature	Title
/s/ ERIC R. COLSON Eric R. Colson	President and Chief Executive Officer and Director (principal executive officer)
/s/ CHARLES J. DALEY, JR. Charles J. Daley, Jr.	Executive Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)
* Andrew A. Ziegler	Executive Chairman and Director
* Matthew R. Barger	Director
* Tench Coxe	Director
* Stephanie G. DiMarco	Director
* Jeffrey A. Joerres	Director
* Allen R. Thorpe	Director
* By: /s/ SARAH A. JOHNSON Sarah A. Johnson, Attorney-in-fact	

[Letterhead of Sullivan & Cromwell LLP]

March 6, 2014

Artisan Partners Asset Management Inc.,
875 E. Wisconsin Ave, Suite 800,
Milwaukee, WI 53202.

Ladies and Gentlemen:

In connection with the registration pursuant to Rule 462(b) under the Securities Act of 1933 (the “Act”) of 1,234,337 shares (the “Securities”) of Class A Common Stock, par value \$0.01 per share, of Artisan Partners Asset Management Inc., a Delaware corporation (the “Company”), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. This opinion is in addition to our opinion that was filed as Exhibit 5.1 to the Company’s registration statement on Form S-1 (File No. 333-193617) (the “Initial Registration Statement”), which Initial Registration Statement is incorporated by reference into the registration statement relating to the Securities (the “Registration Statement”) pursuant to Rule 462(b) of the Act.

Upon the basis of such examination, we advise you that, in our opinion, when the terms of the sale of the Securities have been duly established in conformity with the Company’s amended and restated certificate of incorporation and the Securities have been duly issued and sold as contemplated by the Registration Statement, the Securities will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the Federal laws of the United States, the laws of the State of New York and the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the heading “Validity of Class A Common Stock” in the Prospectus. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Artisan Partners Asset Management Inc. of our report dated February 26, 2014 relating to the consolidated financial statements of Artisan Partners Asset Management Inc., which appears in Amendment No. 1 to the Registration Statement on Form S-1 (Registration No. 333-193617). We also consent to the reference to us under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form S-1 incorporated by reference in this Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP

Milwaukee, Wisconsin

March 6, 2014