

Artisan Partners Asset Management Inc.
 Form 4
 August 25, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COXE TENCH

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

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

MILWAUKEE, WI 53202

(City) (State) (Zip)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| 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 \$0.01 per share ⁽¹⁾ | 08/25/2014 | M ⁽⁷⁾ | 40,705 <u>(3) (7)</u> | D | \$ 0 0 | | I | By trust ⁽⁸⁾ |
| Class A Common Stock, par value \$0.01 per share | 08/25/2014 | M | 539,024 <u>(2)</u> | A | \$ 0 539,024 | | I | By limited partnership ⁽⁴⁾ |
| Class A Common Stock, par value \$0.01 per share | 08/25/2014 | M | 540,179 <u>(5)</u> | A | \$ 0 540,179 | | I | By limited partnership ⁽⁶⁾ |
| Class A Common Stock, par value \$0.01 per share | 08/25/2014 | M | 40,705 <u>(7)</u> | A | \$ 0 40,705 | | I | By trust ⁽⁸⁾ |
| Class A Common Stock, par value \$0.01 per share | | | | | | 4,728 | D ⁽⁹⁾ | |

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.

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(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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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.

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