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AFFILIATED MANAGERS GROUP INC

Form 424B3

August 03, 2001

FILED PURSUANT TO RULE 424(b)(3) AND (c)
FILE NUMBER 333-62180

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JUNE 18, 2001)

\$251,000,000
AFFILIATED MANAGERS GROUP, INC.
LIQUID YIELD OPTION-TM- NOTES DUE 2021
(ZERO COUPON -- SENIOR)
AND
COMMON STOCK ISSUABLE UPON
CONVERSION OF THE LYONS

This document supplements the Prospectus dated June 18, 2001 relating to the resale by the holders of Liquid Yield Option-TM- Notes (Zero Coupon--Senior) due 2021 (the "LYONS") and the shares of common stock issuable upon conversion of the LYONS.

This Prospectus Supplement is incorporated by reference into, and should be read in conjunction with, the Prospectus dated June 18, 2001.

The following sets forth information about the principal amount at maturity of LYONS and the underlying common stock beneficially owned by each selling securityholder that may be offered using this Prospectus. All information concerning beneficial ownership has been provided by the selling securityholders and is as of August 2, 2001.

-TM-TRADEMARK OF MERRILL LYNCH & CO., INC.

ADDITIONAL SELLING SECURITYHOLDERS

The table below lists additional selling securityholders for the table on page 37 of the Prospectus.

| NAME | AGGREGATE PRINCIPAL AMOUNT OF LYONS AT MATURITY THAT MAY BE SOLD | PERCENTAGE OF LYONS OUTSTANDING | SHARES OF COMMON STOCK THAT MAY BE SOLD (1) | PE C OU |
|-----------------------------|---|---------------------------------------|--|---------------|
| ---- | ----- | ----- | ----- | --- |
| D.E. Shaw Valence, L.P..... | 9,600,000 | 3.8% | 111,547 | |
| Lutheran Brotherhood..... | 1,000,000 | * | 11,620 | |

SELLING SECURITYHOLDERS

The table below sets forth updated information regarding the selling securityholders listed on the table on page 37 of the Prospectus.

| AGGREGATE PRINCIPAL AMOUNT OF LYONS | PERCENTAGE | SHARES OF COMMON STOCK | PE |
|--|------------|---------------------------|----|
|--|------------|---------------------------|----|

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| NAME | AT MATURITY THAT MAY BE SOLD | OF LYONS OUTSTANDING | THAT MAY BE SOLD (1) | C OU |
|--|---------------------------------|-------------------------|-------------------------|---------|
| ----- | ----- | ----- | ----- | --- |
| Salomon Smith Barney..... | 14,000,000 | 5.6% | 162,673 | |
| All other holders of LYONs or future Transferees, pledges, donees or Successors or any such holders (3) (4) | \$40,862,000 | 16.3% | 474,796 | |

* Less than 1%.

- (1) Assumes conversion of all of the holder's LYONs at a conversion rate of 11.6195 shares of common stock per \$1,000 principal amount at maturity of the LYONs. However, this conversion rate will be subject to adjustment as described under "Description of LYONs--Conversion Right." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d) (i) of the Securities Exchange Act of 1934, as amended, using 22,136,869 shares of common stock outstanding as of May 30, 2001. In calculating this amount, we treated as outstanding that number of shares of common stock issuable upon conversion of all of that particular holder's LYONs. However, we did not assume the conversion of any other holder's LYONs.
- (3) Information about other selling securityholders will be set forth in prospectus supplements, if required.
- (4) Assumes that any other holders of LYONs, or any future transferees, pledges, donees or successors of or from any such other holders of LYONs, do not beneficially own any common stock other than the common stock issuable upon conversion of the LYONs at the initial conversion rate.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is August 3, 2001.