

AFFILIATED MANAGERS GROUP INC
Form 424B3
July 02, 2003

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File Number 333-105523

**PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JUNE 5, 2003)**

\$300,000,000

Affiliated Managers Group, Inc.

**Floating Rate Convertible Senior Debentures due 2033
and Common Stock Issuable Upon Conversion of the Debentures**

This document supplements the Prospectus dated June 5, 2003 relating to the resale by the holders of Floating Rate Convertible Senior Debentures due 2033 (the "Debentures") and the shares of common stock issuable upon conversion of the Debentures.

This Prospectus Supplement is incorporated by reference into, and should be read in conjunction with, the Prospectus dated June 5, 2003, and any supplements thereto.

The following sets forth information as of the date of this Prospectus Supplement about the principal amount at maturity of Debentures 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 July 2, 2003, unless otherwise noted.

ADDITIONAL SELLING SECURITYHOLDERS

The table below lists additional selling securityholders for the table on pages 40-42 of the Prospectus.

| | Aggregate Principal Amount of Debentures at Maturity That May Be Sold | Percentage of Debentures Outstanding | Shares of Common Stock That May Be Sold(1) | Percentage of Common Stock Outstanding(2) |
|-----------------------------------|---|--|--|---|
| JMG Capital Partners, LP | \$ 12,250,000 | 4.08% | 150,769 | * |
| Morgan Stanley & Co. Incorporated | 9,860,000 | 3.29% | 121,354(3) | * |
| Ramius Master Fund, LTD | 500,000 | * | 6,154 | * |
| Ramius Master Fund, LTD | 4,125,000 | 1.38% | 50,769 | * |

SELLING SECURITYHOLDERS

The table below sets forth updated information regarding the selling securityholders listed on the table on pages 40-42 of the Prospectus.

| | Aggregate Principal Amount of Debentures at Maturity That May Be Sold | Percentage of Debentures Stock Outstanding | Shares of Common Stock That May Be Sold(1) | Percentage of Common Outstanding(2) |
|--|---|---|--|---|
|--|---|---|--|---|

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| | Aggregate Principal Amount of Debentures at Maturity That May Be Sold | Percentage of Debentures Stock Outstanding | Shares of Common Stock That May Be Sold(1) | Percentage of Common Outstanding(2) |
|--|---|---|--|---|
| Argent LowLev Convertible Arbitrage Fund LLC | \$ 1,300,000 | * | 16,000 | * |
| KBC Financial Products USA Inc. | 1,950,000 | * | 24,000 | * |
| All other holders of debentures or future transferees, pledgees, donees or successors of any such holders (4)(5) | 4,890,000 | 1.63% | 60,185 | * |

*

Less than 1%

(1)

Assumes conversion of all of the holder's debentures at the initial conversion rate of 12.3077 shares of common stock per \$1,000 principal amount at maturity of the debentures. However, this conversion rate will be subject to adjustment as described under "Description of Debentures Conversion Rights Base Conversion Rate Adjustments." As a result, the amount of common stock issuable upon conversion of the debentures may increase in the future.

(2)

Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 21,026,270 shares of common stock outstanding as of May 12, 2003. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's debentures. However, we did not assume the conversion of any other holder's debentures.

(3)

Does not include 43,700 shares of our common stock owned by Morgan Stanley & Co. Incorporated as of July 1, 2003 in addition to the common stock into which such holder's debentures are convertible.

(4)

Information about other selling securityholders will be set forth in prospectus supplements, if required.

(5)

Assumes that any other holders of debentures, or any future transferees, pledgees, donees or successors of or from any such other holders of debentures, do not beneficially own any common stock other than the common stock issuable upon conversion of the debentures 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 July 2, 2003.

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