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AFFILIATED MANAGERS GROUP INC

Form S-8

October 18, 2002

As filed with the Securities and Exchange Commission on October 18, 2002
REGISTRATION STATEMENT NO. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AFFILIATED MANAGERS GROUP, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State of incorporation)

04-3218510
(I.R.S. Employer Identification No.)

600 HALE STREET
PRIDES CROSSING, MASSACHUSETTS 01965
(617) 747-3300

(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

AFFILIATED MANAGERS GROUP, INC.
AMENDED AND RESTATED
1997 STOCK OPTION AND INCENTIVE PLAN
(Full Title of the Plan)

WILLIAM J. NUTT
CHIEF EXECUTIVE OFFICER
AND CHAIRMAN OF THE BOARD
AFFILIATED MANAGERS GROUP, INC.
600 HALE STREET
PRIDES CROSSING, MASSACHUSETTS 01965
(617) 747-3300

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

WITH A COPY TO:
MARTIN CARMICHAEL III, P.C.
GOODWIN PROCTER LLP
EXCHANGE PLACE
53 STATE STREET
BOSTON, MASSACHUSETTS 02109-2881
(617) 570-1000

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 CALCULATION OF REGISTRATION FEE

Title of Shares Being Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share	Propagat
Common Stock, par value \$.01 per share	2,000,000 shares (1)	\$42.92 (2)	\$85

- (1) Plus such additional number of shares as may be issued pursuant to the Affiliated Managers Group, Inc. Amended and Restated 1997 Stock Option and Incentive Plan in the event of a stock dividend, stock split, split-up, recapitalization or other similar event.
- (2) This estimate is based on the average of the high and low sales prices on the New York Stock Exchange of the Common Stock of Affiliated Managers Group, Inc. on October 11, 2002 pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for purposes of determining the registration fee.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The contents of the Registration Statement on Form S-8 filed by Affiliated Managers Group, Inc. with the Securities and Exchange Commission (File No. 333-72967) pursuant to the Securities Act of 1933, as amended, on February 25, 1999, including the exhibits thereto, are incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Prides Crossing, The Commonwealth of Massachusetts, on October 18, 2002.

AFFILIATED MANAGERS GROUP, INC.

By: /s/ Darrell W. Crate

 Darrell W. Crate
 Executive Vice President, Chief Financial
 Officer and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and directors of Affiliated Managers Group, Inc., hereby severally constitute

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William J. Nutt, Sean M. Healey and Darrell W. Crate, and each of them singly, our true and lawful attorney with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement filed herewith and any and all amendments to said registration statement, and generally to do all such things in our names and in our capacities as officers and directors to enable Affiliated Managers Group, Inc. to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE	CAPACITY	
/s/ William J. Nutt ----- William J. Nutt	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	Oo
/s/ Darrell W. Crate ----- Darrell W. Crate	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	Oo
/s/ Sean M. Healey ----- Sean M. Healey	President, Chief Operating Officer and Director	Oo
/s/ Richard E. Floor ----- Richard E. Floor	Director	Oo
/s/ Stephen J. Lockwood ----- Stephen J. Lockwood	Director	Oo
/s/ Harold J. Meyerman ----- Harold J. Meyerman	Director	Oo
/s/ Rita M. Rodriguez ----- Rita M. Rodriguez	Director	Oo
/s/ William F. Weld ----- William F. Weld	Director	Oo

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5.1	Opinion of Goodwin Procter LLP as to the legality of the securities being regis

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- 23.1 Consent of Goodwin Procter LLP (included in Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP
- 24.1 Powers of Attorney (included on the signature page of this registration statement)