

Artisan Partners Asset Management Inc.
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Artisan Partners Asset Management Inc.

(Name of Issuer)

Class A common stock, \$0.01 par value per share

(Title of Class of Securities)

04316A-108

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 04316A-108

Names of Reporting
Persons. I.R.S. Identification

1. Nos. of above persons
(entities only)
Matthew R. Barger

- Check the Appropriate Box
2. if a Member of a Group (See
Instructions)

(a)
(b)

3. SEC Use Only

Citizenship or Place of

4. Organization
USA

Number of
Sole Voting Power
1,246,730(1)

Shares Beneficially
Owned
Shared Voting Power
0

by Each Reporting
Person
Sole Dispositive Power
1,246,730(1)

With
Shared Dispositive Power
0

- Aggregate Amount
Beneficially Owned by Each
9. Reporting Person
1,246,730(1)

- Check if the Aggregate
Amount in Row (9)
10. Excludes Certain Shares
(See Instructions)

- Percent of Class
Represented by Amount in
11. Row (9)
3.5%(2)

12.

Type of Reporting Person
(See Instructions)
IN

(1) Comprised of 1,242,002 Class A common partnership units in APH and 4,728 directly held shares of Class A common stock underlying restricted stock units. The Class A common partnership units can generally be exchanged for an equivalent number of Class A common stock of the Issuer.

(2) Beneficial ownership is calculated in accordance with Rule 13d-3 under the Act, whereby the reporting person is considered to beneficially own shares of Class A common stock of the Issuer by virtue of the ability, generally, to exchange Class A common partnership units of Artisan Partners Holdings LP (“APH”) for shares of Class A common stock of the Issuer on a one-for-one basis. In accordance with Rule 13d-3, in determining the percentage ownership, only those shares issuable to the reporting person upon an exchange of partnership units are considered to be outstanding, in addition to the already outstanding shares of Class A common stock. As a result, the beneficial ownership percentage does not reflect the reporting person’s actual voting or economic interest in the Issuer.

Item 1.

- (a) Name of Issuer
Artisan Partners Asset Management Inc.
- (b) Address of Issuer's Principal Executive Offices
875 E. Wisconsin Avenue, Suite 800, Milwaukee, WI 53202

Item 2.

- (a) Name of Person Filing
Matthew R. Barger
- (b) Address of Principal Business Office or, if none, Residence
One Maritime Plaza, Suite 1350, San Francisco, CA 94111
- (c) Citizenship
USA
- (d) Title of Class of Securities
Class A common stock, \$0.01 par value per share
- (e) CUSIP Number
04316A-108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).
N/A

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

- (a) 1,246,730
Percent of class:
- (b) 3.5%(1)
Number of shares as to which the person has:
- (c)

Sole power to vote or to direct the vote

- (i) 1,246,730(2)

Shared power to vote or to direct the vote

- (ii) 0

Sole power to dispose or to direct the disposition of

- (iii) 1,246,730(2)

Shared power to dispose or to direct the disposition of

- (iv) 0

(1) Beneficial ownership is calculated in accordance with Rule 13d-3 under the Act, whereby the reporting person is considered to beneficially own shares of Class A common stock of the Issuer by virtue of the ability, generally, to exchange Class A common partnership units of Artisan Partners Holdings LP (“APH”) for shares of Class A common stock of the Issuer on a one-for-one basis. In accordance with Rule 13d-3, in determining the percentage ownership, only those shares issuable to the reporting person upon an exchange of partnership units are considered to be outstanding, in addition to the already outstanding shares of Class A common stock. As a result, the beneficial ownership percentage does not reflect the reporting person’s actual voting or economic interest in the Issuer.

(2) Comprised of 1,242,002 Class A common partnership units in APH and 4,728 directly held shares of Class A common stock underlying restricted stock units.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/17/2015

Date

/s/ Matthew R. Barger
Matthew R. Barger