

**PROSPECTUS SUPPLEMENT NO. 3**  
(TO PROSPECTUS DATED DECEMBER 12, 2007)

**\$500,000,000**

**AMG Capital Trust II**

**5.15% Convertible Trust Preferred Securities  
(liquidation amount \$50.00 per security)  
guaranteed to the extent described herein by,  
and convertible into the common stock of,  
Affiliated Managers Group, Inc.**

---

This document supplements the prospectus dated December 12, 2007 (the "Prospectus") relating to resales by selling securityholders of the securities described in the Prospectus. The date of this Prospectus Supplement is July 25, 2008.

This Prospectus Supplement should be read in conjunction with, and is not complete without, and may not be delivered or utilized without, the Prospectus, including any amendments or supplements thereto.

---

**Investing in these securities involves risk. See "Risk Factors" beginning on page 10 of the Prospectus.**

**Neither the Securities and Exchange Commission nor any state securities regulators has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus Supplement. Any representation to the contrary is a criminal offense.**

---

The information in the table appearing under the heading "Selling Securityholders," beginning on page 80 of the Prospectus, is hereby amended by adding the information below with respect to securityholders not previously listed in the Prospectus (including in any amendments or supplements thereto), and with respect to securityholders previously listed in the Prospectus (including in any amendments or supplements thereto), by superseding the information about such securityholder with the information in the table below. The information in the table below has been obtained from the Selling Securityholders.

To our knowledge, none of the selling securityholders has, or within the past three years has had, any position, office or other material relationship with AMG or the trust or any of their predecessors or affiliates. Because the selling securityholders may, pursuant to this Prospectus Supplement, offer all or some portion of the trust preferred securities or shares of AMG common stock issuable upon conversion of the trust preferred securities, no estimate can be given as to the amount of those securities that will be held by the selling securityholders upon termination of any such sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their trust preferred securities since the date on which they provided the information regarding their trust preferred securities included herein in transactions exempt from the registration requirements of the Securities Act of 1933, as amended.

---

**SELLING SECURITYHOLDERS**

<b>Selling Securityholder</b>	<b>Number of Trust Preferred Securities Owned and Offered</b>
Canyon Capital Arbitrage Master Fund, Ltd.	17,500
Canyon Value Realization Fund, L.P.	7,250
Canyon Value Realization MAC 18 Ltd.	1,250
Credit Suisse Securities (USA) LLC	625,000
Lyxor/Canyon Capital Arbitrage Fund Limited	5,000
Nuveen Preferred and Convertible Multi-Strategy Fund #1	11,300
Nuveen Preferred and Convertible Multi-Strategy Fund #2	15,800
The Canyon Value Realization Fund (Cayman), Ltd.	19,000

---