

REGISTRATION STATEMENT NO.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

DELAWARE	6719	04-32-18510
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

TWO INTERNATIONAL PLACE, 23RD FLOOR
BOSTON, MASSACHUSETTS 02110
(617) 747-3300
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive office)

WILLIAM J. NUTT
PRESIDENT AND CHIEF EXECUTIVE OFFICER
AFFILIATED MANAGERS GROUP, INC.
TWO INTERNATIONAL PLACE, 23RD FLOOR
BOSTON, MASSACHUSETTS 02110
(617) 747-3300
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

MARTIN CARMICHAEL III, P.C.
GOODWIN, PROCTER & HOAR LLP
Exchange Place
Boston, Massachusetts 02109
(617) 570-1000

DAVID B. HARMS, ESQ.
SULLIVAN & CROMWELL
125 Broad Street
New York, New York 10004
(212) 558-4000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after the Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, check the following box. []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration number of the earlier effective
registration statement for the same offering. [X] File No. 333-34679

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF
SECURITIES TO BE REGISTERED(1)

PROPOSED MAXIMUM
AGGREGATE
OFFERING PRICE(2)

AMOUNT OF
REGISTRATION FEE

Common Stock, \$.01 par value..... \$17,537,500 \$5,315
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(1) The shares of Common Stock are not being registered for the purpose of offers or sales outside the United States.

(2) Includes shares of Common Stock which the Underwriters have the option to purchase solely to cover overallocments, if any.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The contents of the Registration Statement filed by Affiliated Managers Group, Inc. with the Securities and Exchange Commission (File No. 333-34679) pursuant to the Securities Act of 1933, as amended, 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 has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on November 20, 1997.

AFFILIATED MANAGERS GROUP, INC.

By: /s/ WILLIAM J. NUTT

 WILLIAM J. NUTT
 PRESIDENT, CHIEF EXECUTIVE OFFICER
 AND CHAIRMAN OF THE BOARD OF
 DIRECTORS

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 dates indicated.

SIGNATURES	TITLE	DATE
-----	-----	-----
/s/ WILLIAM J. NUTT ----- WILLIAM J. NUTT	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	November 20, 1997
* ----- BRIAN J. GIRVAN	Senior Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 1997
* ----- RICHARD E. FLOOR	Director	November 20, 1997
* ----- ROGER B. KAFKER	Director	November 20, 1997
* ----- P. ANDREWS MCLANE	Director	November 20, 1997
* ----- W.W. WALKER, JR.	Director	November 20, 1997
----- JOHN M.B. O'CONNOR	Director	November 20, 1997

*By: /s/ NATHANIEL DALTON

 NATHANIEL DALTON, ATTORNEY-IN-FACT

EXHIBIT INDEX

- 5.1 Opinion of Goodwin, Procter & Hoar LLP as to the legality of the securities being offered
- 23.1 Consent of Counsel (included in Exhibit 5.1 hereto)
- 23.2 Consent of Coopers & Lybrand L.L.P. (Boston)
- 23.3 Consent of Coopers & Lybrand L.L.P. (Chicago)
- 23.4 Consent of Coopers & Lybrand L.L.P. (New York)
- 23.5 Consent of KPMG Peat Marwick LLP

EXHIBIT 5.1
LEGALITY OPINION

November 20, 1997

Affiliated Managers Group, Inc.
Two International Place, 23rd Floor
Boston, Massachusetts 02110

Ladies and Gentlemen:

This opinion is furnished in connection with the filing by Affiliated Managers Group, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a Registration Statement on Form S-1 (the "Registration Statement") relating to 575,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company (the "Registered Shares"), including 75,000 shares which the Underwriters (as defined below) have options to purchase solely for the purpose of covering over-allotments. All of the Registered Shares are to be sold by the Company to the several underwriters (the "Underwriters") for whom Goldman, Sachs & Co., BT Alex. Brown Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Schroder & Co. Inc. are acting as U.S. representatives and Goldman Sachs International, BT Alex. Brown International (a division of Bankers Trust International PLC), Merrill Lynch International and J. Henry Schroder & Co. Limited are acting as international representatives pursuant to underwriting agreements to be entered into between the Company and the Underwriters (the "Underwriting Agreements").

In connection with rendering this opinion, we have examined the forms of the proposed Underwriting Agreements; the Certificate of Incorporation and By-laws of the Company, each as amended to date; such records of the corporate proceedings of the Company as we deemed material; and such other certificates, receipts, records and documents as we considered necessary for the purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as certified, photostatic or facsimile copies, the authenticity of the originals of such copies and the authenticity of telephonic confirmations of public officials and others. As to facts material to our opinion, we have relied upon certificates or telephonic confirmations of public officials and certificates, documents, statements and other information of the Company or representatives or officers thereof.

We are attorneys admitted to practice in The Commonwealth of Massachusetts. We express no opinion concerning the laws of any jurisdictions other than the laws of the United

States of America and The Commonwealth of Massachusetts and the Delaware General Corporation Law.

Based upon the foregoing, we are of the opinion that when the Underwriting Agreements are completed (including the insertion therein of pricing terms) and executed by the Company and the Underwriters, and the Registered Shares are sold to the Underwriters and paid for pursuant to the terms of the Underwriting Agreements, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us with respect to this opinion under the heading "Validity of Securities" in the Prospectus which is a part of such Registration Statement.

Very truly yours,

/s/ Goodwin, Procter & Hoar LLP

Goodwin, Procter & Hoar LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the inclusion in this registration statement on Form S-1 of our report dated April 26, 1997, except for Note 16 for which the date is October 27, 1997, on our audits of the financial statements of Affiliated Managers Group, Inc. We also consent to the references to our firm under the captions "Experts", "Summary Historical and Pro Forma and Financial Data" and "Selected Historical Financial Data."

/s/ COOPERS & LYBRAND L.L.P.

Coopers & Lybrand L.L.P.

Boston, Massachusetts
November 20, 1997

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the inclusion in this registration statement on Form S-1 of our reports dated August 8, 1997 and August 15, 1997, on our audits of the financial statements of The Burrige Group Inc. and Gofen and Glossberg, Inc., respectively. We also consent to the references to our firm under the captions "Experts", "Summary Historical and Pro Forma and Financial Data" and "Selected Historical Financial Data".

/s/ COOPERS & LYBRAND L.L.P.

Coopers & Lybrand L.L.P.

Chicago, Illinois
November 20, 1997

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the inclusion in this registration statement on Form S-1 of our reports dated September 23, 1997, except for Note 9 for which the date is October 9, 1997, and August 15, 1997, except for Note 9 for which the date is September 30, 1997, on our audits of the financial statements of Tweedy, Browne Company L.P. and GeoCapital Corporation. We also consent to the references to our Firm under the captions "Experts", "Summary Historical and Pro Forma and Financial Data" and "Selected Historical Financial Data".

/s/ COOPERS & LYBRAND L.L.P.

Coopers & Lybrand L.L.P.

New York, New York
November 20, 1997

ACCOUNTANTS' CONSENT

The Board of Directors
First Quadrant:

We consent to the use of our report included herein and to the reference to our firm under the heading "Experts" in the Prospectus.

/s/ KPMG PEAT MARWICK LLP

KPMG Peat Marwick LLP

Los Angeles, California
November 20, 1997