

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Affiliated Managers Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

04-32-18510

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

Two International Place, 23rd Floor, Boston, MA

02110

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-34679

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Class to be so registered

Name of each exchange on which each class is to be registered

Common Stock, \$.01 par value

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

Not Applicable

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

A description of the Common Stock of the Registrant is set forth in the information provided under "Description of Capital Stock" in the Prospectus forming part of the Form S-1 Registration Statement, filed under the Securities Act of 1933, as amended, with the Securities and Exchange Commission on August 29, 1997 (Registration No. 333-34679), as amended and including all exhibits thereto (the "Registration Statement"), which is incorporated herein by reference for all purposes.

Item 2. EXHIBITS

The securities described herein are to be registered on the New York Stock Exchange, on which no other securities of the Registrant are registered. The following exhibits have been duly filed with the New York Stock Exchange:

- (1) The Registration Statement.
- (2) Form of Restated Certificate of Incorporation of Registrant.
- (3) Form of Amended and Restated By-laws of Registrant.
- (4) Specimen of Registrant's Common Stock certificate.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AFFILIATED MANAGERS GROUP, INC.

By: /s/ Sean M. Healey

Sean M. Healey
Executive Vice President

October 6, 1997