

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 23, 2002

AFFILIATED MANAGERS GROUP, INC.

(Exact name of Registrant as specified in charter)

Delaware

0001-13459

043218510

(State or other jurisdiction
of incorporation)

(Commission file number)

(IRS employer
identification no.)

600 Hale Street, Prides Crossing, MA 01965

(Address of principal executive offices) (Zip code)

(617) 747-3300

(Registrant's telephone number, including area code)

Two International Place, 23rd Floor
Boston, MA 02110

(Registrant's former address)

Item 5. Other Events

Registrant is filing this Form 8-K in order to file a current earnings press release. By this filing, Registrant is not establishing the practice of filing all earnings press releases in the future and may discontinue such filings at any time.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1 -- Press Release, dated January 23, 2002 (filed for informational purposes).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AFFILIATED MANAGERS GROUP, INC.

Date: February 20, 2002

/s/ Darrell W. Crate

DARRELL W. CRATE
Executive Vice President,
Chief Financial Officer and Treasurer
(and also as Principal Financial and
Accounting Officer)

Exhibits

Exhibit 99.1 -- Press Release, dated January 23, 2002 (filed for informational purposes).

[AMG LETTERHEAD]

Contact: Darrell W. Crate
Affiliated Managers Group, Inc.
(617) 747-3300

AMG REPORTS FINANCIAL AND OPERATING RESULTS
FOR FOURTH QUARTER AND FULL YEAR 2001

COMPANY REPORTS CASH EPS FOR FOURTH QUARTER OF \$0.95, FULL YEAR 2001 OF \$3.70;
FULL YEAR 2001 NET CLIENT CASH FLOWS FROM DIRECTLY MANAGED ASSETS
OF \$2.8 BILLION, WITH POSITIVE NET FLOWS IN EACH QUARTER

BOSTON, MA, JANUARY 23, 2002 - Affiliated Managers Group, Inc. (NYSE: AMG) today reported its financial and operating results for the fourth quarter and full year 2001.

Cash earnings per share ("Cash EPS") for the fourth quarter and full year 2001 were \$0.95 and \$3.70, respectively, compared to Cash EPS of \$1.01 and \$3.85 for the same periods of 2000. (Cash EPS is the Company's reported EPS figure plus the non-cash charges on a per share basis for depreciation and amortization of intangible assets which arise from the use of the purchase method of accounting. The Company considers Cash EPS to be the most meaningful measure of its financial performance.) Diluted earnings per share for the fourth quarter and full year 2001 were \$0.55 and \$2.20, respectively, compared to \$0.65 and \$2.49 for the same periods of 2000. For the fourth quarter of 2001, Cash Net Income (net income plus the non-cash charges for depreciation and amortization of intangible assets) was \$21.7 million, while EBITDA was \$35.3 million, compared to \$22.8 million and \$36.4 million for the same period of 2000. Revenues for the fourth quarter of 2001 were \$110.5 million, compared to \$114.8 million for the fourth quarter of 2000. Net income for the fourth quarter of 2001 was \$12.6 million, compared to \$14.8 million for the same period of 2000.

For the year ended December 31, 2001, Cash Net Income was \$84.1 million, while EBITDA was \$132.1 million. These results compare to \$87.7 million and \$142.4 million for the same period of 2000.

Aggregate net client cash flows for the fourth quarter were \$231 million, including \$133 million in directly managed assets. These aggregate net client cash flows for the quarter resulted in a net increase of approximately \$1.6 million to AMG's annualized EBITDA. Aggregate net client cash flows from directly managed assets for the year were \$2.8 billion, resulting in a net increase of \$10.7 million in annualized EBITDA for 2001. The aggregate assets under management of AMG's affiliated investment management firms at December 31, 2001 were \$81.0 billion.

(MORE)

"While there was a difficult equity market environment in 2001, the breadth and diversity among our Affiliates continued to provide stability to AMG's earnings," stated William J. Nutt, Chairman and Chief Executive Officer. "With value and growth managers each providing approximately 50% of our total EBITDA Contribution, we are well positioned for consistent results in changing market conditions. In addition, with approximately 30% of our EBITDA Contribution generated by Affiliates in each of the high net worth and mutual fund channels, and the remaining 40% produced by Affiliates in the institutional channel, AMG is able to achieve a balanced exposure across distribution channels, while participating in some of the fastest growing segments of the industry."

Mr. Nutt continued, "We were pleased with our Affiliates' operating results for the quarter and the year. Our Affiliates in aggregate continued to achieve consistent positive net client cash flows, helping to counter the effect of market-related declines in assets under management. Indeed, the fourth quarter marked the seventh consecutive quarter of positive net client cash flows from directly managed assets by our Affiliates, for a net increase for the year of \$10.7 million to AMG's annualized EBITDA. In addition, we were pleased with the relative investment performance of our Affiliates for the quarter and the year, particularly those with a value-oriented equity style."

"In addition to our Affiliates' solid performance, AMG executed a number of successful growth initiatives on behalf of our Affiliates this year," stated Sean M. Healey, President and Chief Operating Officer. "A highlight of our Affiliate Development effort was the recent launch of our first multi-Affiliate product, a series of diversified portfolios, with each portfolio being managed by several AMG Affiliates. Unique in the industry, these portfolios allow separate account investors to access multiple independent specialty managers with distinct investment styles in a single portfolio. In addition, we identified other opportunities for our Affiliates to broaden their distribution in expanding markets, including through our acquisition of an interest in Dublin Fund Distributors, a marketer of alternative investment products in the European institutional and high net worth markets."

Mr. Healey added, "We were also pleased that, despite the volatile market conditions of 2001, we were able to continue AMG's growth through new investments in additional high quality, mid-sized asset management firms. In the fourth quarter, we completed our investments in two new Affiliates, Welch & Forbes, a leading Boston-based high net worth manager, and Friess Associates, the highly regarded advisor to the Brandywine family of funds. Finally, with the successful sale of approximately \$230 million of mandatory convertible security units in December, we have ample financial capacity to continue to pursue additional investments in growing, high quality mid-sized asset management firms."

AMG is an asset management company which acquires and holds majority interests in a diverse group of mid-sized investment management firms. AMG's strategy is to generate growth through the internal growth of its existing Affiliates, as well as through investments in new Affiliates. AMG's innovative transaction structure allows individual members of each Affiliate's management team to retain or receive significant direct equity ownership in their firm while maintaining operating autonomy. In addition, AMG provides centralized assistance to its Affiliates in strategic matters, marketing, distribution, product development and operations.

(MORE)

THE INVESTMENT MANAGEMENT SERVICES ACCESSED THROUGH THE MULTI-AFFILIATE PORTFOLIOS DISCUSSED IN THIS PRESS RELEASE ARE PROVIDED BY THE REGISTERED INVESTMENT ADVISORY AFFILIATES OF AMG, AND NOT BY AMG ITSELF. CERTAIN MATTERS DISCUSSED IN THIS PRESS RELEASE MAY CONSTITUTE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE FEDERAL SECURITIES LAWS. ACTUAL RESULTS AND THE TIMING OF CERTAIN EVENTS COULD DIFFER MATERIALLY FROM THOSE PROJECTED IN OR CONTEMPLATED BY THE FORWARD-LOOKING STATEMENTS DUE TO A NUMBER OF FACTORS, INCLUDING CHANGES IN THE SECURITIES OR FINANCIAL MARKETS OR IN GENERAL ECONOMIC CONDITIONS, THE AVAILABILITY OF EQUITY AND DEBT FINANCING, COMPETITION FOR ACQUISITIONS OF INTERESTS IN INVESTMENT MANAGEMENT FIRMS, THE INVESTMENT PERFORMANCE OF OUR AFFILIATES AND THEIR ABILITY TO EFFECTIVELY MARKET THEIR INVESTMENT STRATEGIES, AND OTHER RISKS DETAILED FROM TIME TO TIME IN AMG'S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION. REFERENCE IS HEREBY MADE TO THE "CAUTIONARY STATEMENTS" SET FORTH IN THE COMPANY'S FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2000.

FINANCIAL TABLES FOLLOW

A TELECONFERENCE WILL BE HELD WITH AMG'S MANAGEMENT AT 11:00 A.M. EASTERN TIME TODAY. PARTIES INTERESTED IN LISTENING TO THE TELECONFERENCE SHOULD DIAL 1-877-817-7175 (DOMESTIC CALLS) OR 1-703-871-3599 (INTERNATIONAL CALLS) STARTING AT 10:45 A.M. EASTERN TIME. THOSE WISHING TO LISTEN TO THE TELECONFERENCE SHOULD DIAL THE APPROPRIATE NUMBER AT LEAST TEN MINUTES BEFORE THE CALL BEGINS. THE TELECONFERENCE WILL BE AVAILABLE FOR REPLAY FROM APPROXIMATELY ONE HOUR AFTER THE CONCLUSION OF THE CALL UNTIL 5:00 P.M. EASTERN TIME ON WEDNESDAY, JANUARY 30, 2002. TO ACCESS THE REPLAY, PLEASE DIAL 1-888-266-2086 (DOMESTIC CALLS) OR 1-703-925-2435 (INTERNATIONAL CALLS), PASS CODE 5761473. THE LIVE CALL AND THE REPLAY (THROUGH JANUARY 30, 2002) MAY ALSO BE ACCESSED VIA THE WEB AT WWW.AMG.COM.

###

FOR MORE INFORMATION ON AFFILIATED MANAGERS GROUP, INC.,
PLEASE VISIT AMG'S WEB SITE AT WWW.AMG.COM.

AFFILIATED MANAGERS GROUP, INC.
 FINANCIAL HIGHLIGHTS
 (dollars in thousands, except per share data)

	Three Months Ended 12/31/00 -----	Three Months Ended 12/31/01 -----
Revenues	\$ 114,810	\$ 110,488
EBITDA (A)	\$ 36,355	\$ 35,338
Net Income	\$ 14,786	\$ 12,600
Cash Net Income (B)	\$ 22,818	\$ 21,691
Average shares outstanding - diluted	22,669,670	22,886,908
Earnings per share - diluted	\$ 0.65	\$ 0.55
Cash earnings per share - diluted (C)	\$ 1.01	\$ 0.95

	December 31, 2000 -----	December 31, 2001 -----
Cash and cash equivalents	\$ 31,612	\$ 73,427
Senior debt	\$ 151,000	\$ 452,894
Stockholders' equity	\$ 493,910	\$ 543,340

(MORE)

AFFILIATED MANAGERS GROUP
FINANCIAL HIGHLIGHTS
(dollars in thousands, except per share data)

	Twelve Months Ended 12/31/00 -----	Twelve Months Ended 12/31/01 -----
Revenues	\$ 458,708	\$ 408,210
EBITDA (A)	\$ 142,378	\$ 132,143
Net Income	\$ 56,656	\$ 49,989
Cash Net Income (B)	\$ 87,676	\$ 84,090
Average shares outstanding - diluted	22,748,595	22,732,129
Earnings per share - diluted	\$ 2.49	\$ 2.20
Cash earnings per share - diluted (C)	\$ 3.85	\$ 3.70

(MORE)

AFFILIATED MANAGERS GROUP, INC.
 FINANCIAL HIGHLIGHTS
 (dollars in thousands, except as indicated)

	Three Months Ended 12/31/01 -----	Twelve Months Ended 12/31/01 -----
Assets under management (at period end, in millions):	\$ 81,006	\$ 81,006
Revenues:	\$110,488	\$408,210
Owners' Allocation (D):	\$ 57,411	\$206,627
EBITDA Contribution (E):	\$ 39,838	\$150,146
RECONCILIATION OF EBITDA CONTRIBUTION TO EBITDA:		
Total EBITDA Contribution (as above)	\$ 39,838	\$150,146
Less, holding company expenses	(4,500)	(18,003)
EBITDA	----- \$ 35,338 =====	----- \$132,143 =====

- Notes:
- (A) EBITDA represents earnings before interest expense, income taxes, depreciation and amortization.
 - (B) Cash Net Income represents net income plus depreciation and amortization.
 - (C) Cash earnings per share represents Cash Net Income divided by average shares outstanding.
 - (D) Owners' Allocation represents the portion of an Affiliate's revenues which is allocated to the owners of that Affiliate, including AMG, generally in proportion to their ownership interest, pursuant to the revenue sharing agreement with such Affiliate.
 - (E) EBITDA Contribution represents the portion of an Affiliate's revenues that is allocated to AMG after amounts retained by the Affiliate for compensation and day-to-day operating and overhead expenses, but before the interest, income taxes, depreciation and amortization expenses of the Affiliate.

(MORE)

AFFILIATED MANAGERS GROUP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands, except share data)

	Quarter Ended December 31, 2000	Quarter Ended December 31, 2001	Year Ended December 31, 2000	Year Ended December 31, 2001
Revenues	\$ 114,810	\$ 110,488	\$ 458,708	\$ 408,210
Operating expenses:				
Compensation and related expenses	41,656	36,531	174,710	134,900
Amortization of intangible assets	6,528	7,584	26,409	28,432
Depreciation and other amortization	1,504	1,507	4,611	5,669
Selling, general and administrative	17,827	18,178	68,216	73,779
Other operating expenses	2,616	3,277	10,327	11,143
	-----	-----	-----	-----
	70,131	67,077	284,273	253,923
Operating income	-----	-----	-----	-----
	44,679	43,411	174,435	154,287
Non-operating (income) and expenses:				
Investment and other income	1,130	(1,159)	(2,264)	(5,105)
Interest expense	3,679	5,246	15,750	14,728
	-----	-----	-----	-----
	4,809	4,087	13,486	9,623
Income before minority interest and taxes	-----	-----	-----	-----
	39,870	39,324	160,949	144,664
Minority interest	(15,226)	(18,323)	(65,341)	(61,350)
	-----	-----	-----	-----
Income before income taxes	24,644	21,001	95,608	83,314
Income taxes	-----	-----	-----	-----
	9,858	8,401	38,952	33,325
Net income	-----	-----	-----	-----
	\$ 14,786	\$ 12,600	\$ 56,656	\$ 49,989
	=====	=====	=====	=====
Average shares outstanding - basic	22,180,827	22,191,463	22,307,476	22,136,410
Average shares outstanding - diluted	22,669,670	22,886,908	22,748,595	22,732,129
Earnings per share - basic	\$ 0.67	\$ 0.57	\$ 2.54	\$ 2.26
Earnings per share - diluted	\$ 0.65	\$ 0.55	\$ 2.49	\$ 2.20

(MORE)

AFFILIATED MANAGERS GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands)

	December 31, 2000	December 31, 2001
	-----	-----
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 31,612	\$ 73,427
Investment advisory fees receivable	66,126	57,148
Other current assets	15,448	9,464
	-----	-----
Total current assets	113,186	140,039
Fixed assets, net	15,346	17,802
Equity investment in Affiliate	1,816	1,732
Acquired client relationships, net	199,354	319,645
Goodwill, net	444,116	655,311
Other assets	19,912	25,792
	-----	-----
Total assets	\$793,730	\$1,160,321
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 86,800	\$ 67,136
Senior bank debt	-	25,000
	-----	-----
Total current liabilities	86,800	92,136
Senior bank debt	151,000	-
Zero-coupon convertible debt	-	227,894
Mandatory convertible debt	-	200,000
Deferred taxes	31,907	38,081
Other long-term liabilities	3,436	23,795
	-----	-----
Total liabilities	273,143	581,906
Minority interest	26,677	35,075
Stockholders' equity:		
Common stock	235	235
Additional paid-in capital	407,057	405,087
Accumulated other comprehensive income	(342)	(844)
Retained earnings	140,513	190,500
	-----	-----
	547,463	594,978
Less treasury shares	(53,553)	(51,638)
Total stockholders' equity	493,910	543,340
	-----	-----
Total liabilities and stockholders' equity	\$793,730	\$1,160,321
	=====	=====