

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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OMB APPROVAL  
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hours per response  
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SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)\*

Affiliated Managers Group, Inc.

-----  
(Name of Issuer)

Common Stock Par Value \$.01

-----  
(Title of Class of Securities)

008252 10 8

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(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*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).

## 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Advent VII L.P.	04-3181563
Advent Industrial II L.P.	51-0314268
Advent New York L.P.	04-3095408
Advent Atlantic and Pacific II L.P.	04-3123521
TA Venture Investors L.P.	04-3068354
Chestnut Capital International III L.P.	06-1294170
Chestnut III L.P.	98-0093958

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  [X]  
(b)  [ ]

## 3 SEC USE ONLY

## 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Advent VII L.P.	Delaware
Advent Industrial II L.P.	Delaware
Advent New York L.P.	Delaware
Advent Atlantic and Pacific II L.P.	Delaware
TA Venture Investors L.P.	Massachusetts
Chestnut Capital International III L.P.	Bermuda
Chestnut III L.P.	Bermuda

## 5 SOLE VOTING POWER

NUMBER OF	Advent VII L.P.	2,596,756
	Advent Industrial II L.P.	192,525
	Advent New York L.P.	259,691
SHARES	Advent Atlantic and Pacific II L.P.	533,956
	TA Venture Investors L.P.	42,841
BENEFICIALLY	Chestnut Capital International III L.P.	67,373
	Chestnut III L.P.	201,964

OWNED BY

## 6 SHARED VOTING POWER

EACH

N/A

REPORTING

## 7 SOLE DISPOSITIVE POWER

PERSON

WITH

Advent VII L.P.	2,596,756
Advent Industrial II, L.P.	192,525
Advent New York L.P.	259,691
Advent Atlantic and Pacific II L.P.	533,956
TA Venture Investors L.P.	42,841
Chestnut Capital International III L.P.	67,373
Chestnut III L.P.	201,964

## 8 SHARED DISPOSITIVE POWER

N/A

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Advent VII L.P.	2,596,756
Advent Industrial II L.P.	192,525
Advent New York L.P.	259,691
Advent Atlantic and Pacific II L.P.	533,956
TA Venture Investors L.P.	42,841
Chestnut Capital International III L.P.	67,373
Chestnut III L.P.	201,964

## 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Advent VII L.P.	15.66
Advent Industrial II L.P.	1.16
Advent New York L.P.	1.57
Advent Atlantic and Pacific II L.P.	3.22
TA Venture Investors L.P.	.26
Chestnut Capital International III L.P.	.41
Chestnut III L.P.	1.22

## 12 TYPE OF REPORTING PERSON

Each entity is a Limited Partnership

\*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1(a) NAME OF ISSUER: Affiliated Managers Group, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
Two International Place  
Floor 23  
Boston, MA 02110

ITEM 2(a) NAME OF PERSON FILING:  
Advent VII L.P.  
Advent Industrial II L.P.  
Advent New York L.P.  
Advent Atlantic and Pacific II L.P.  
TA Venture Investors L.P.  
Chestnut Capital International III L.P.  
Chestnut III L.P.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:  
c/o TA Associates  
125 High Street, Suite 2500  
Boston, MA 02110

ITEM 2(c) CITIZENSHIP: Not Applicable

ITEM 2(d) TITLE AND CLASS OF SECURITIES: Common

ITEM 2(e) CUSIP NUMBER: 008252 10 8

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A: Not Applicable

ITEM 4 OWNERSHIP

ITEM 4(a) AMOUNT BENEFICIALLY OWNED: COMMON STOCK  
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Advent VII L.P. 2,596,756  
Advent Industrial II L.P. 192,525  
Advent New York L.P. 259,691  
Advent Atlantic and Pacific II L.P. 533,956  
TA Venture Investors L.P. 42,841  
Chestnut Capital International III L.P. 67,373  
Chestnut III L.P. 201,964

ITEM 4(b) PERCENT OF CLASS: PERCENTAGE  
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Advent VII L.P. 15.66  
Advent Industrial II L.P. 1.16  
Advent New York L.P. 1.57  
Advent Atlantic and Pacific II L.P. 3.22  
TA Venture Investors L.P. .26  
Chestnut Capital International III L.P. .41  
Chestnut III L.P. 1.22

ITEM 4(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR DIRECT THE VOTE: COMMON STOCK  
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Advent VII L.P. 2,596,756  
Advent Industrial II L.P. 192,525  
Advent New York L.P. 259,691  
Advent Atlantic and Pacific II L.P. 533,956  
TA Venture Investors L.P. 42,841  
Chestnut Capital International III L.P. 67,373  
Chestnut III L.P. 201,964

(ii) SHARED POWER TO VOTE OR DIRECT THE VOTE: N/A

(iii) SOLE POWER TO DISPOSE OR DIRECT THE DISPOSITION: COMMON STOCK  
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Advent VII L.P. 2,596,756  
Advent Industrial II L.P. 192,525  
Advent New York L.P. 259,691  
Advent Atlantic and Pacific II L.P. 533,956  
TA Venture Investors L.P. 42,841  
Chestnut Capital International III L.P. 67,373  
Chestnut III L.P. 201,964

(iv) SHARED POWER TO DISPOSE OR DIRECT THE DISPOSITION: N/A

- ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: Not Applicable
- ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON: Not Applicable
- ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY: Not Applicable
- ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP: This schedule 13G is filed pursuant to Rule 13d-1(c). For the agreement of group members to a joint filing, see below.
- ITEM 9 NOTICE OF DISSOLUTION OF GROUP: Not Applicable
- ITEM 10 CERTIFICATION: Not Applicable

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.

AGREEMENT FOR JOINT FILING

Advent VII L.P., Advent Industrial II L.P., Advent New York L.P., Advent Atlantic and Pacific II L.P., and TA Venture Investors Limited Partnership hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Affiliated Managers Group, Inc.

Dated:

ADVENT VII L.P.

By: TA Associates VII L.P., its General Partner  
By: TA Associates, Inc. its General Partner

By: \_\_\_\_\_  
Katherine S. Cromwell, Managing Director

ADVENT INDUSTRIAL II L.P.

By: TA Associates VI L.P., its General Partner  
By: TA Associates, Inc. its General Partner

By: \_\_\_\_\_  
Katherine S. Cromwell, Managing Director

ADVENT ATLANTIC AND PACIFIC II L.P.

By: TA Associates AAP II Partners L.P., its General Partner  
By: TA Associates, Inc. its General Partner

By: \_\_\_\_\_  
Katherine S. Cromwell, Managing Director

ADVENT NEW YORK L.P.

By: TA Associates VI L.P., its General Partner  
By: TA Associates, Inc. its General Partner

By: \_\_\_\_\_  
Katherine S. Cromwell, Managing Director

TA VENTURE INVESTORS LIMITED PARTNERSHIP

By: \_\_\_\_\_  
Katherine S. Cromwell, General Partner

CHESTNUT CAPITAL INTERNATIONAL III L.P.

By: TA Associates VI L.P., its Attorney-in-Fact  
By: TA Associates, Inc. its General Partner

By: \_\_\_\_\_  
Katherine S. Cromwell, Managing Director

CHESTNUT III LIMITED PARTNERSHIP

By: TA Associates VI L.P., its Attorney-in-Fact  
By: TA Associates, Inc. its General Partner

By:

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Katherine S. Cromwell, Managing Director