

# OM ASSET MANAGEMENT PLC

Filed by  
**OLD MUTUAL PLC**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 06/23/15

Telephone	617-369-7321
CIK	0001611702
Symbol	OMAM
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**OM Asset Management plc**

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(Name of Issuer)

**Ordinary Shares, nominal value \$0.001 per share**

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(Title of Class of Securities)

**G67506 10 8**

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(CUSIP Number)

**June 22, 2015**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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).

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1. Names of Reporting Persons  
Old Mutual plc

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
United Kingdom

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5. Sole Voting Power  
79,260,859

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
0

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7. Sole Dispositive Power  
79,260,859

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8. Shared Dispositive Power  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
79,260,859

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  N/A

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11. Percent of Class Represented by Amount in Row (9)  
65.8%

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12. Type of Reporting Person (See Instructions)  
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**Item 1.**

- (a) Name of Issuer  
OM Asset Management plc
- 
- (b) Address of Issuer's Principal Executive Offices  
5th Floor Millennium Bridge House  
2 Lambeth Hill  
London EC4V 4GG
- 

**Item 2.**

- (a) Name of Person Filing  
Old Mutual plc
- 
- (b) Address of Principal Business Office or, if none, Residence  
5th Floor Millennium Bridge House  
2 Lambeth Hill  
London EC4V 4GG
- 
- (c) Citizenship  
United Kingdom
- 
- (d) Title of Class of Securities  
Ordinary Shares, nominal value \$0.001 per share
- 
- (e) CUSIP Number  
G67506 10 8
- 

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

79,260,859 (1)

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- (b) Percent of class:

65.8%

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- (c) Number of shares as to which the person has:
- 

- (i) Sole power to vote or to direct the vote

79,260,859

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- (ii) Shared power to vote or to direct the vote

0

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- (iii) Sole power to dispose or to direct the disposition of

79,260,859

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- (iv) Shared power to dispose or to direct the disposition of

0

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- (1) Old Mutual plc holds ordinary shares of OM Asset Management plc through OM Group (UK) Ltd., a wholly-owned subsidiary of Old Mutual plc.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

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 or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**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.

June 22, 2015

\_\_\_\_\_  
Date

/s/ Martin Murray

\_\_\_\_\_  
Signature

M.C. Murray, Company Secretary, Old Mutual plc

\_\_\_\_\_  
Name/Title