

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC File Number: 001-36683  
CUSIP Number: G67506108

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  
 Form N-SAR  Form N-CSR

For Period Ended: December 31, 2015

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I - REGISTRANT INFORMATION**

OM Asset Management plc

Full Name of Registrant

Former Name if Applicable

Ground Floor, Millennium Bridge House, 2 Lambeth Hill

Address of Principal Executive Office (*Street and Number*)

London EC4V 4GG, United Kingdom

City, State and Zip Code

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**PART II - RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III - NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(Attach extra Sheets if Needed)

OM Asset Management plc (the "Company") has been in discussions with the staff (the "Staff") of the Division of Corporation Finance of the Securities and Exchange Commission regarding comments received from the Staff relating to the Company's financial presentation of economic net income ("ENI") and other non-GAAP measures. Based on these discussions, the Company believes no revisions to the Company's financial presentation being discussed with the Staff will impact, or require any restatement of, the Company's GAAP results or ENI results.

Since receipt of the Staff's comments, the Company has been engaged with the Staff in a comment and reply process. The Company believes that it is in the best interests of investors to resolve the Staff's comments prior to filing its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the "10-K"). The Company continues to work with the Staff to resolve all of the Staff's comments and intends to file the 10-K as soon as practicable after resolution of those comments. The Company believes it will be able to resolve the comments within the 15-day extension period afforded by Rule 12b-25 under the Securities Exchange Act of 1934, as amended, and will endeavor to file the 10-K within the extended filing deadline. However, the Company can provide no assurance that it will resolve the Staff's comments in time to allow it to meet that extended filing deadline.

**PART IV - OTHER INFORMATION**

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(1) Name and telephone number of person to contact in regard to this notification  
Stephen H. Belgrad 617 369-7300  
(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

OM Asset Management plc

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date February 29, 2016

By /s/ Stephen H. Belgrad

Stephen H. Belgrad

Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**