

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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): June 13, 2016

OM Asset Management plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation)

001-36683
(Commission File Number)

98-1179929
(IRS Employer
Identification Number)

**Ground Floor, Millennium Bridge House
2 Lambeth Hill
London EC4V 4GG, United Kingdom
+44-20-7002-7000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-
-

ITEM 1.01 Entry into a Material Definitive Agreement.

Purchase and Sale Agreement

On June 13, 2016, OM Asset Management plc, a public limited company incorporated under the laws of England and Wales (the “Company”) entered into a Purchase and Sale Agreement (the “Purchase Agreement”) with Landmark Partners, LLC, a Delaware limited liability company (“Landmark”) and its members. Landmark is a private equity, real estate and real assets investment company specializing in secondary funds.

Pursuant to the terms of, and subject to the satisfaction or waiver of the conditions contained in, the Purchase Agreement, the Company will acquire a 60% interest in Landmark in exchange for \$240 million of cash consideration at closing (the “Closing Payment”), subject to a customary working capital adjustment and a post-closing true-up mechanism, with the potential for an additional payment of up to \$225 million following the second anniversary of the closing based on the growth of Landmark’s business (the “Upside Payment”). Together, the Closing Payment and the Upside Payment are intended to reflect a purchase multiple of approximately eight to ten times Economic Net Income (ENI)* generated by the transaction, prior to financing costs. The interest of Landmark purchased by the Company pursuant to the Purchase Agreement entitles us to participate in the management fee earnings of Landmark. Immediately following the closing, certain key members of the management team of Landmark will retain the remaining 40% interest in Landmark.

The Purchase Agreement contains customary representations and warranties and covenants of the Company and Landmark, including, among others, customary covenants to conduct the business of Landmark in the ordinary course during the period between the execution of the Purchase Agreement and the closing of the transaction. The closing of the transaction is also subject to various closing conditions, including, among others, (i) Landmark receiving consent to the transaction from clients representing 90% of Landmark revenue and (ii) the negotiation and execution of various documents by and among Landmark, its members and the Company, including, without limitation, (a) employment agreements between Landmark and key members of its management, (b) an amended and restated limited liability company agreement of Landmark and (c) a limited liability company agreement for the entity through which key employees will own an interest in Landmark.

Amendment of Seed Capital Agreement

On June 13, 2016, the Company and Old Mutual plc (the “Parent”) entered into a Heads of Agreement on behalf of themselves and their subsidiaries party to that certain Seed Capital Management Agreement, dated October 8, 2014, by and among Old Mutual (US) Holdings Inc., the Parent and certain of its affiliates, Millpencil Limited, Millpencil (U.S.) LP, and MPLUK2 (“Seed Capital Agreement”). The Heads of Agreement amends certain terms of the Seed Capital Agreement, including (i) accelerating the transfer of approximately \$32 million of seed investments to the Company’s balance sheet on or around June 30, 2016; (ii) reducing the seed capital investments managed by the Company but owned by the Parent to \$100 million; and (iii) accelerating the transfer of all remaining seed capital investments covered by the Seed Capital Agreement to the Company’s balance sheet on or around June 30, 2017. All seed capital was originally expected to be transferred to the balance sheet of the Company on or around January 15, 2018. A copy of the Heads of Agreement is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K, and is hereby incorporated by reference into this Item 1.01.

Amendment of Deferred Tax Asset Deed

On June 13, 2016, the Company and OM Group (UK) Limited (“OMGUK”) entered into a Heads of Agreement on behalf of themselves and their subsidiaries party to that certain Deferred Tax Asset Deed, dated September 29, 2014, by and between the Company and OMGUK (the “DTA”). The Heads of Agreement amends the DTA to provide that the obligations of the Company to make future payments to OMGUK under the DTA, which were originally scheduled to continue until January 31, 2020, shall be terminated as of December 31, 2016 in exchange for a payment of the net present value of the future payments due to OMGUK valued as of December 31, 2016. The valuation shall be calculated using a discount rate of 8.5% and be paid by the Company to OMGUK in three installments on each of June 30, 2017, December 31, 2017 and June 30, 2018, such payments forward valued at a discount rate of 8.5%. The determination of the appropriate discount rate reflects a continuation of certain protections provided by OMGUK related to the realized tax benefit resulting from the Company’s use of the DTAs. Such protections shall be unaffected by the Heads of Agreement. A copy of the Heads of Agreement is filed herewith as Exhibit 10.2 to this Current Report on Form 8-K, and is hereby incorporated by reference into this Item 1.01.

** This Current Report on Form 8-K references a non-GAAP performance measure referred to as economic net income (“ENI”). The Company uses ENI to represent its view of the underlying economic earnings of the business. ENI is used to make resource allocation decisions, determine appropriate levels of investment or dividend payout, manage balance sheet*

leverage, determine Affiliate variable compensation and equity distributions, and incentivize management. The Company's ENI adjustments to U.S. GAAP include both reclassifications of U.S. GAAP revenue and expense items, as well as adjustments to U.S. GAAP results, primarily to exclude non-cash, non-economic expenses, or to reflect cash benefits not recognized under U.S. GAAP.

For a further discussion of how the Company uses ENI and why ENI is useful to investors, along with various U.S. GAAP to ENI reconciliations, refer to the Company's Quarterly Report on Form 10-Q filed on May 10, 2016 and Annual Report on Form 10-K filed on March 15, 2016.

ITEM 7.01 Regulation FD.

On June 14, 2016, the Company issued a press release announcing the signing of the Purchase Agreement. A copy of the press release is attached as Exhibit 99.1 hereto.

The information in Item 7.01 and the information filed as Exhibit 99.1 to this Form 8-K is being furnished in accordance with Item 7.01 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Such information shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, except as may be expressly set forth in a specific filing.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Heads of Agreement, dated as of June 13, 2016, among OM Asset Management plc and Old Mutual plc.
10.2	Heads of Agreement, dated as of June 13, 2016, among OM Asset Management plc and OM Group (UK) Limited.
99.1	Press release issued by the Company on June 14, 2016

SIGNATURE

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

Date: June 14, 2016

OM ASSET MANAGEMENT PLC

By: /s/ STEPHEN H. BELGRAD
Name: Stephen H. Belgrad
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Heads of Agreement, dated as of June 13, 2016, among OM Asset Management plc and Old Mutual plc.
10.2	Heads of Agreement, dated as of June 13, 2016, among OM Asset Management plc and OM Group (UK) Limited.
99.1	Press release issued by the Company on June 14, 2016

HEADS OF AGREEMENT

These Heads of Agreement (“Heads”) are made this 13th June 2016

BETWEEN

OLD MUTUAL PLC a public limited company registered in England and Wales with number 03591559 and having its registered office at 5th floor, Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4 GG (“OM”); and

OM ASSET MANAGEMENT PLC a public limited company registered in England and Wales with number 09062478 and having its registered office at Ground Floor, Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4 GG (“OMAM”).

WHEREAS:

- A. The parties and/or certain of their respective wholly owned subsidiaries are party to a Seed Capital Management Agreement dated 8 October 2014 (“Agreement”), as amended.
- B. The parties are entering into these Heads for and on behalf of themselves and those wholly owned indirect subsidiaries.
- C. The parties wish to amend the Agreement in the terms provided for in these Heads.

IT IS AGREED:

1. These Heads are supplemental to the Agreement and terms defined in the Agreement shall have the same meanings when used in these Heads unless otherwise specifically defined in these Heads. The parties will procure the preparation of a detailed Amending Agreement (“Amending Agreement”) and the execution thereof on or before [June 30, 2016] by all parties to the Agreement amending the terms of the Agreement in accordance with the terms of these Heads.
2. The current Budget provides for Seed Capital Investments to be made or maintained pursuant to the Agreement of up to the dollar amount of US\$150 million. The existing dollar amount of Seed Capital Investments so made or maintained is approximately US\$112 million, based on the net asset value as reported on March 31, 2016.
3. Within 10 Business Days of OM notifying OMAM (such notification not to be given before 30 June 2016) that Seed Capital Investments in a dollar amount of approximately US\$58 million have been transferred by Millpencil to OM (or its affiliate) (the “Transferred Investments”), OMAM shall (i), cause the redemption of all or a portion of the Transferred Investments pursuant to the applicable Investment Management Agreement, and (ii) purchase from OM (or its affiliate) the remaining Transferred Investments at the most recent net asset value (the aggregate proceeds of such redemptions and such purchases, the “Transferred Proceeds”).
4. With effect from the date of the receipt by OM of the Transferred Proceeds as provided for above through to 30 June 2017, the Budget shall be US\$100 million.
5. Within 10 Business Days of 30 June 2017, OMAM shall purchase from OM (or its affiliate, as applicable) at the 30th June 2017 valuation thereof reported to OM under clause 6 of the Agreement the Seed Capital Investments maintained by OMAM pursuant to the Agreement as at 30th June 2017.
6. Following discharge of all obligations provided for in these Heads and in the Amending Agreement, the Agreement (as so amended) shall terminate and be of no further effect.
7. These Heads shall be governed by and construed in accordance with the Laws of England and Wales and are expressly agreed by the parties to be legally binding and intended to create legally binding relations and the parties hereto acknowledge the receipt of good and sufficient consideration for their obligations hereunder.

EXECUTED AS A DEED BY

OM ASSET MANAGEMENT PLC

OLD MUTUAL PLC

HEADS OF AGREEMENT

These Heads of Agreement (“Heads”) are made this 13th June 2016

BETWEEN

OM GROUP (UK) LIMITED a company registered in England and Wales with number 03591572 and having its registered office at 5th floor, Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4 GG (“OMGUK”); and

OM ASSET MANAGEMENT PLC a public limited company registered in England and Wales with number 09062478 and having its registered office at Ground Floor, Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4 GG (“OMAM”).

WHEREAS:

- A. The parties are party to a Deferred Tax Asset Deed dated 29 September 2014 (“Agreement”).
- B. The parties wish to amend the Agreement in the terms provided for in these Heads.

IT IS AGREED:

1. These Heads are supplemental to the Agreement and terms defined in the Agreement shall have the same meanings when used in these Heads unless otherwise specifically defined in these Heads. The parties will procure the preparation of a detailed Amending Agreement (“Amending Agreement”) and the execution thereof by all parties to the Agreement amending the terms of the Agreement in accordance with the terms of these Heads.
2. OMAM will provide to OMGUK by no later than February 15, 2017, a calculation of the net present value of the total further payments to be made by OMAM to OMGUK under the Agreement for all periods following 31 December 2016 using a discount rate of 8.5%. Such calculation shall be supported by acceptable backup as agreed between the parties.
3. Within 15 Business Days following receipt of the calculation provided for in 2 above, OMGUK shall notify OMAM as to whether or not it agrees with said calculation. If OMGUK notifies OMAM that it agrees then that calculation shall be the basis for the payment provided for in 4 below. If OMGUK notifies OMAM that it does not agree that calculation then the parties shall attempt to agree modifications to such calculation. If agreement is not reached within 20 Business Days of OMGUK notifying its initial disagreement as aforesaid then the matters in dispute between the parties shall be resolved by reference to the dispute resolution procedures set out in the Agreement. The calculation so agreed or determined by reference to the said dispute resolution procedures shall form the basis of the calculation of the payments to be made by OMAM to OMGUK pursuant to 4 below.
4. The aggregate payment (as so agreed or determined) to be paid by OMAM to OMGUK as described in 2 above will be divided into three equal parts and each such part shall be forward valued (using a quarterly discount rate that produces an annual rate of 8.5%) and payable on 30 June 2017, 31 December 2017 and 30 June 2018.
5. For the avoidance of doubt, those provisions of the Agreement providing for payments to be made by OMGUK to OMAM by reference to payments by OMAM to OMGUK turning out to be over payments by reference to actual Realised Tax Benefits being smaller than those assumed for the purposes of any payment made by OMAM to OMGUK shall continue to apply mutatis mutandis to the payment made by OMAM to OMGUK pursuant to 4 above (and for the avoidance of doubt shall continue to apply to all prior payments made by OMAM to OMGUK pursuant to the Agreement).
6. These Heads shall be governed by and construed in accordance with the Laws of England and Wales and are expressly agreed by the parties to be legally binding and intended to create legally binding relations and the parties hereto acknowledge the receipt of good and sufficient consideration for their obligations hereunder.

EXECUTED AS A DEED BY

OM ASSET MANAGEMENT PLC

OM GROUP (UK) LIMITED

Contact for OMAM:
 Dukas Linden PR
 Ted Smith; Shree Dhond
 omam@dlpr.com
 +1 212 704 7385

Contact for Landmark Partners:
 Emily-Jane Finigan
 emily-jane.finigan@landmarkpartners.com
 +1 212 468 5668



OMAM to Acquire Majority Interest in Landmark Partners

Industry Leader in Global Secondary Private Equity, Real Estate and Real Asset Investments Will Broaden and Diversify OMAM's Portfolio

London - June 14, 2016 - OM Asset Management plc (NYSE: OMAM) today announced that it signed a definitive agreement to acquire a 60% equity interest in Landmark Partners, a leading, global secondary private equity, real estate and real asset investment firm. Under the terms of the purchase agreement, OMAM will pay approximately US\$240 million in cash at closing with the potential for an additional payment based on the growth of the business through 2018. The overall investment is expected to result in a purchase multiple of 8-10x Economic Net Income (ENI)** generated by the Landmark transaction, prior to financing costs. OMAM intends to fund the closing payment using available capacity on its existing revolving credit facility or may seek alternative sources of debt financing depending on market conditions. OMAM expects the transaction to be up to 12% accretive to 2017 ENI per share. The transaction is expected to close in the third quarter of 2016.

"Landmark Partners has built a dominant position in the secondary private equity, real estate and real asset space, having delivered close to three decades of excellent results for their clients," said James J. Ritchie, OMAM's Chairman. "Landmark fits comprehensively into our stated acquisition strategy, providing a leading platform in an increasingly important asset class, leveraging the strength of our global distribution group, expanding our range of active strategies for investors, and further diversifying our earnings base by broadening our participation in alternative investment strategies."

"Landmark is precisely the kind of industry leader with whom we seek to partner," said Peter L. Bain, OMAM's President and Chief Executive Officer. "The depth and breadth of their management team are exemplary and we look forward to collaborating with them to grow their existing product set and further diversify their business into emerging secondary asset classes. Our global distribution team is excited about bringing Landmark into certain domestic channels as well as new markets outside the U.S. Further, Landmark enhances the quality of our earnings through the stability of its committed capital-based revenue stream, and generates significant accretion to our ENI per share. In sum, we are delighted to partner with the team and look forward to working together to enhance the growth of their business."

Landmark has a strong track record of successful innovation in secondary private investments. The firm expanded from private equity secondary investments to include real estate in 1996 and real assets in 2015. Landmark is distinguished by its long track record, proprietary transaction sourcing capabilities, and the competitive results it has generated for investors. Landmark has completed over 500 transactions with committed capital of US\$15.5 billion since its founding in 1989, and has acquired interests in over 1,900 partnerships, managed by over 700 general partners. The firm is led by its Managing Partners, Francisco L. Borges and Timothy L. Haviland, with a senior team averaging 17 years of experience with Landmark. The firm's 89-member team operates through locations in Boston, London, New York, and Simsbury, Connecticut. Landmark's global client base includes institutional investors in the United States, Canada, the United Kingdom, continental Europe, the Middle East, Asia and South America.

"We are pleased to partner with OMAM," said Francisco L. Borges, Managing Partner of Landmark. "OMAM's partnership orientation combined with our management team's retention of substantial equity in perpetuity, and ability to offer both growth capital and a strong, broad-based global distribution network were particularly attractive to us. We look forward to working with Peter and the team to continue to grow our business."

Separately, in order to advance the ongoing separation of OMAM and Old Mutual plc, OMAM has negotiated an acceleration and subsequent termination of the Deferred Tax Asset Deed and Seed Capital Management Agreement with Old Mutual, the result of which is that OMAM's ongoing liabilities to Old Mutual under both agreements shall be satisfied earlier than expected.

OMAM will host a conference call to discuss the transaction at 9:00 a.m. Eastern Time today. Participants may dial (877) 201-0168 (domestic) or (647) 788-4901 (international) and use the Conference ID 30514227. A link to the live audio webcast will be available at <http://ir.omam.com>. In addition, a copy of the presentation slides to be presented on the conference call are available at <http://ir.omam.com>.

About OMAM

OMAM is a global, multi-boutique asset management company with US\$218 billion of assets under management as of March 31, 2016. Its diverse Affiliates offer leading, alpha generating investment products to investors around the world. OMAM's partnership approach, which includes equity ownership at the Affiliate level and a profit sharing relationship between OMAM and its Affiliates, aligns the interests of OMAM and its Affiliates to work collaboratively in accelerating their growth. OMAM's business model combines the investment talent, entrepreneurialism, focus and creativity of leading asset management boutiques with the resources and capabilities of a larger firm. For more information about OMAM, please visit OMAM's website at www.omam.com.

About Landmark Partners

Landmark Partners specializes in secondary market transactions of private equity, real estate and real assets investments, with approximately US\$15.5 billion of committed capital as of March 31, 2016. Founded in 1989, the firm has one of the longest track records in the industry and is a leading source of liquidity to owners of interests in real estate, real asset, venture, mezzanine and buyout limited partnerships. Landmark has completed over 500 transactions in more than 25 years and acquired interests in over 1,900 partnerships, managed by over 700 general partners. Landmark Partners has 89 professionals across four offices in Simsbury, Boston, New York and London.

Forward Looking Statements

This press release includes forward-looking statements, as that term is used in the Private Securities Litigation Reform Act of 1995, including information relating to anticipated growth in revenues, margins or earnings, anticipated changes in OMAM's business, anticipated future performance of OMAM's business, anticipated future investment performance of OMAM's Affiliates, expected future net cash flows, anticipated expense levels, changes in expense, the expected effects of acquisitions and expectations regarding market conditions. The words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "can be," "may be," "aim to," "may affect," "may depend," "intends," "expects," "believes," "estimate," "project," and other similar expressions are intended to identify such forward-looking statements. Such statements are subject to various known and unknown risks and uncertainties and readers should be cautioned that any forward-looking information provided by or on behalf of OMAM is not a guarantee of future performance. Actual results may differ materially from those in forward-looking information as a result of various factors, some of which are beyond OMAM's control, including but not limited to those discussed above and elsewhere in this press release and in OMAM's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 15, 2016. Due to such risks and uncertainties and other factors, OMAM cautions each person receiving such forward-looking information not to place undue reliance on such statements. Further, such forward-looking statements speak only as of the date of this press release and OMAM undertakes no obligations to update any forward looking statement to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.

Distribution activities conducted by OMAM outside of the United States are centralized through OMAM International Limited ("OMAM International"), an indirect wholly owned subsidiary of OM Asset Management plc. OMAM International is authorized and regulated by the United Kingdom's Financial Conduct Authority with FCA register number 515302.

*** This press release references a non-GAAP performance measure referred to as economic net income ("ENI"). OMAM uses ENI to represent its view of the underlying economic earnings of the business. ENI is used to make resource allocation decisions, determine appropriate levels of investment or dividend payout, manage balance sheet leverage, determine Affiliate variable compensation and equity distributions, and incentivize management. OMAM's ENI adjustments to U.S. GAAP include both reclassifications of U.S. GAAP revenue and expense items, as well as adjustments to U.S. GAAP results, primarily to exclude non-cash, non-economic expenses, or to reflect cash benefits not recognized under U.S. GAAP.*

For a further discussion of how OMAM uses ENI and why ENI is useful to investors, along with various U.S. GAAP to ENI reconciliations, refer to OMAM's Quarterly Report on Form 10-Q filed on May 10, 2016 and Annual Report on Form 10-K filed on March 15, 2016.