

OM ASSET MANAGEMENT PLC

FORM 8-A12B (Securities Registration (section 12(b)))

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

OM Asset Management plc

(Exact name of registrant as specified in its charter)

England and Wales
(State of incorporation or organization)

98-1179929
(I.R.S. Employer Identification No.)

**5th Floor, Millennium Bridge House
2 Lambeth Hill
London EC4V 4GG, United Kingdom**
(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Ordinary shares, nominal value \$0.001 per
share

NYSE

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to a General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-197106

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

The description of the ordinary shares, nominal value \$0.001 per share, of OM Asset Management plc (the "Registrant") as included under the caption "Description of Share Capital" in the Prospectus forming a part of the Registration Statement on Form S-1, as amended, originally filed with the Securities and Exchange Commission (the "Commission") on June 30, 2014 (Registration No. 333-197106), including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any Prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Registration Statement.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12 (g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 8, 2014

OM ASSET MANAGEMENT PLC

By: /S/ STEPHEN H. BELGRAD

Name: Stephen H. Belgrad

Title: Executive Vice President and Chief Financial Officer