

OM ASSET MANAGEMENT PLC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/10/14

| | |
|-------------|--------------------------|
| Telephone | 617-369-7321 |
| CIK | 0001611702 |
| Symbol | OMAM |
| SIC Code | 6282 - Investment Advice |
| Fiscal Year | 12/31 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

OM Asset Management plc

(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction 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 Office)(Zip Code)

**OM Asset Management plc Equity Incentive Plan
OM Asset Management plc Non-Employee Directors' Equity Incentive Plan**
(Full title of the plan)

**Stephen H. Belgrad
Chief Financial Officer
c/o Old Mutual (US) Holdings Inc.
200 Clarendon Street, 53rd Floor
Boston, Massachusetts 02116
(617) 369-7300**

(Name, address and telephone number, including area code, of agent for service)

**Copy to:
Floyd I. Wittlin, Esq.
Christina Edling Melendi, Esq.
Bingham McCutchen LLP
399 Park Avenue
New York, New York 10022
(212) 705-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title Of Securities To Be Registered | Amount To Be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount Of Registration Fee |
|---|----------------------------------|--|--|----------------------------------|
| Ordinary Shares (nominal value \$0.001 per share) | 12,000,000(2) | \$13.88(3) | \$166,560,000.00 | \$19,355.00 |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional ordinary shares that may be offered or issued in the event of a share dividend, reverse share split, split-up, recapitalization, forfeiture of ordinary shares under those plans, or other similar event.

(2) Includes 9,600,000 ordinary shares issuable pursuant to the OM Asset Management plc Equity Incentive Plan and 2,400,000 ordinary shares issuable pursuant to the OM Asset Management plc Non-Employee Directors' Equity Incentive Plan.

(3) The estimated price of \$13.88 per share, which is based on the average of the high and low prices of the registrant's ordinary shares reported on the New York Stock Exchange on October 9, 2014, is set forth solely for the purpose of calculating the fee pursuant to Rule 457(h).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to employees of OM Asset Management plc (the “Registrant”) and its subsidiaries, as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). Such documents need not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to rule 424 of the Securities Act. These documents, along with the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of Form S-8, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant’s Form S-1 (File No. 333-197106), first filed with the Commission under the Securities Act on June 30, 2014, as amended (the “S-1 Registration Statement”) and related Prospectus.
- (b) The description of the Registrant’s ordinary shares, nominal value \$0.001 per share, contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-36683), filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on October 8, 2014, and any other amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities registered hereby have been sold or which deregisters all of such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant’s articles of association provide that, subject to the U.K. Companies Act 2006 (the “Companies Act”), the Registrant shall indemnify, out of its assets, any director of the Registrant or any associated company against all losses, liabilities and expenditures which he or she may sustain or incur in the execution of the duties of his or her office or otherwise in relation thereto.

The relevant provisions under the Companies Act are sections 205, 206, 232, 233, 234, 235, 236, 237, 238 and 1157.

Section 205 provides that a company can provide a director with funds to meet expenditures incurred or to be incurred by him or her in defending any criminal or civil proceedings or in connection with any application under sections 661(3) and 661(4) (acquisition of shares by an innocent nominee) or section 1157 (as described below). Such financial assistance must be repaid if the director is convicted in the proceedings, judgment is found against such director in the proceedings or the court refuses to grant the relief on the application.

Section 206 provides that a company can provide a director with funds to meet expenditures incurred or to be incurred by him or her in defending in an investigation by a regulatory authority, or against action proposed to be taken by a regulatory authority, in connection with any alleged negligence, default, breach of duty or breach of trust by him or her in relation to the company or an associated company.

Section 232 provides that any provision that purports to exempt a director from liability for negligence, default, breach of duty or breach of trust by him or her in relation to the company is void. Any provisions by which a company directly or indirectly provides an indemnity (to any extent) for a director of the company or an associated company against any such liability is also void unless it is a qualifying third-party indemnity provision (as described below).

Notwithstanding the provisions of section 232 above, section 233 permits liability insurance, commonly known as directors' and officers' liability insurance, to be purchased and maintained by a company against liability of its directors for negligence, default, breach of duty or breach of trust in relation to a company or an associated company.

Pursuant to section 234, an indemnity is a qualifying third-party indemnity as long as it does not provide any indemnity against (i) any liability incurred by the director to the company or to any associated company; (ii) any liability incurred by the director to pay a fine imposed in criminal proceedings, or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); and (iii) any liability incurred by the director in defending criminal proceedings in which he or she is convicted, civil proceedings brought by the company or an associated company in which judgment is given against such director, or where the court refuses to grant such director relief under an application under sections 661(3) and 661(4) (acquisition of shares by an innocent nominee) or its power under section 1157 (as described below).

Section 235 allows a company to provide an indemnity to a director if the company is a trustee of an occupational pension scheme, and such indemnity provides protection against liability incurred in connection with the company's activities as trustee of the scheme.

Any indemnity provided under section 234 or section 235 in force for the benefit of one or more directors of the company or an associated company must be disclosed in the directors' annual report in accordance with section 236 and copies of such indemnification provisions (or, if not in writing, a written memorandum setting out their terms) must be made available for inspection by members of the company at the company's registered office in accordance with section 237 (and every member of the company has a right to inspect and request such copies under section 238).

Section 1157 provides that in proceedings against an officer of a company for negligence, default, breach of duty or breach of trust, the court may relieve such officer, either wholly or in part, from liability, on such terms as it thinks fit, if it appears to the court that such officer may be liable but acted honestly and reasonably and that having regard to all the circumstances of the case, such officer ought fairly to be excused. Further, an officer who has reason to apprehend that a claim of negligence, default, breach of duty or breach of trust will or might be made against him or her, such officer may apply to the court for relief, and the court will have the same power to relieve such officer as it would if the proceedings had actually been brought.

A court has wide discretion in granting relief, and may authorize civil proceedings to be brought in the name of the company by a shareholder on terms that the court directs. Except in these limited circumstances, English law does not generally permit class action lawsuits by shareholders on behalf of the company or on behalf of other shareholders.

The Registrant will obtain and expect to continue to maintain insurance policies under which its directors and officers are insured, within the limits and subject to the limitations of those policies, against certain expenses in connection with the defense of, and certain liabilities that might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been directors or officers. The coverage provided by these policies may apply whether or not the Registrant would have powers to indemnify such person against such liability under the provisions of English law.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Registrant's directors, officers, and controlling persons pursuant to the foregoing provisions, or otherwise, the Registrant have been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment of expenses incurred or paid by a director, officer or controlling person in a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to the court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

| Exhibit Number | Exhibit Description |
|---------------------------|---|
| 3.2 | Articles of Association (incorporated by reference to the same numbered exhibit to the Registrant's Form S-1 (File No. 333-197106), first filed with the Commission under the Securities Act on June 30, 2014, as amended). |
| 10.4 | OM Asset Management plc Equity Incentive Plan (incorporated by reference to the same numbered exhibit to the Registrant's Form S-1 (File No. 333-197106), first filed with the Commission under the Securities Act on June 30, 2014, as amended). |
| 10.14 | OM Asset Management plc Non-Employee Directors' Equity Incentive Plan (incorporated by reference to the same numbered exhibit to the Registrant's Form S-1 (File No. 333-197106), first filed with the Commission under the Securities Act on June 30, 2014, as amended). |
| 5.1 | Opinion of Bingham McCutchen LLP as to the legality of the securities being registered (filed herewith). |
| 23.1 | Consent of KPMG LLP (filed herewith) |
| 23.2 | Consent of Bingham McCutchen LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included in signature page to Registration Statement). |

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided however, that paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on this 10th day of October, 2014.

OM Asset Management plc

By: /s/ PETER L. BAIN
Name: Peter L. Bain
Title: President and Chief Executive Officer (Principal Executive Officer)

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter L. Bain and Stephen H. Belgrad, and each or either of them, his true and lawful attorney-in-fact, with full power of substitution and re-substitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments including pre- and post-effective amendments to this registration statement, any subsequent registration statement for the same offering which may be filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and pre- or post-effective amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|------------------|
| <u> /s/ JULIAN ROBERTS </u> Julian Roberts | Chairman of the Board | October 10, 2014 |
| <u> /s/ PETER L. BAIN </u> Peter L. Bain | President, Chief Executive Officer , and Director | October 10, 2014 |
| <u> /s/ IAN D. GLADMAN </u> Ian D. Gladman | Director | October 10, 2014 |
| <u> /s/ KYLE P. LEGG </u> Kyle P. Legg | Director | October 10, 2014 |
| <u> /s/ JAMES J. RITCHIE </u> James J. Ritchie | Director | October 10, 2014 |
| <u> /s/ JOHN D. ROGERS </u> John D. Rogers | Director | October 10, 2014 |
| <u> /s/ DONALD J. SCHNEIDER </u> Donald J. Schneider | Director | October 10, 2014 |

EXHIBIT INDEX

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Vance Chapman
Direct Phone: 020.7661.5333
Direct Fax: 020.7661.5400
vance.chapman@bingham.com

10 October 2014

Old Mutual Asset Management
5th Floor, Millennium Bridge House
2 Lambeth Hill
London
EC4V 4GG

Dear Sirs,

Registration Statement on Form S-8 - Exhibit 5.1

1. Introductory Matters

We are acting as English legal advisers to Old Mutual Asset Management plc (the “**Company**”) and in that capacity have been asked to give an opinion in connection with the preparation and filing of the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission under the Securities Act 1933, as amended (the “**Securities Act**”) in connection with the offering of up to 12,000,000 ordinary shares, with a nominal value of \$0.001 per share in the capita of the Company (the “**Shares**”) to be issued pursuant to the OM Asset Management plc 2014 Equity Incentive Plan and the OM Asset Management plc 2014 Non-Employee Directors’ Equity Incentive Plan (the “**Plans**”) adopted by the Company.

We have taken instructions in this regard solely from the Company.

We hereby confirm that, for the purposes of rendering this opinion letter (the “**Opinion**”) we have not, other than as expressly set forth in this Opinion, undertaken any searches or obtained any information whatsoever in relation to the Company to verify such matters as (including without limitation):

- (a) its solvency or otherwise;
 - (b) whether any steps have been taken by any person in respect of its receivership, administration, reorganisation, winding-up or liquidation, including for these purposes the taking by any person of any action relating to or affecting the rights of creditors (or any analogous actions thereto) or the commencement of any moratorium in respect thereof;
 - (c) whether any security interests, liens or encumbrances exist or have been registered over any of its property or assets; or
 - (d) otherwise investigate in any way whatsoever its activities.
-

This Opinion is given only with respect to English law as it exists and is interpreted at the date of this Opinion. For the purposes of this Opinion we have made no investigation or, and therefore express or imply no opinion to, the laws of any other jurisdiction. In particular, we give no opinion on European Union law as it affects any jurisdiction other than England. This Opinion is governed by, and shall be construed in accordance with, English law.

2. Documents

We have not examined any document for the purposes of giving this Opinion other than:

- (a) a copy of the draft Registration Statement filed with the Securities and Exchange Commission on 10 October 2014, together with the Company's prospectus dated 9 October 2014 (the "**Prospectus**");
- (b) copies of the Plans dated 18 September 2014;
- (c) copies of the Company's certificate of incorporation, certificate of incorporation on reregistration of a private company as a public company, articles of association, each existing as at the date of this Opinion;
- (d) a certificate addressed to us from Molly Mugler, the company secretary of the Company, dated 7 October 2014 (the "**Certificate**");
- (e) minutes and resolutions of directors' meetings of the Company (the "**Board Resolutions**") dated 19 and 29 September 2014;
- (f) resolutions of shareholders of the Company dated 19 and 29 September 2014 (the "**Shareholder Resolutions**" and together with the Board Resolutions the "**Resolutions**"); and
- (g) the results of our search on 10 October 2014 at or about 11 a.m. London time of the Company's public records held by the Registrar of Companies (the "**Company Search**").

On 10 October 2014 we carried out telephone enquiries at the Central Registry of Winding-Up Petitions at the Companies Court in London at or about 11 a.m. London time in respect of the Company (the "**Bankruptcy Search**").

3. Assumptions

For the purpose of giving this Opinion, we have assumed:

- (a) the genuineness of all signatures and seals;
- (b) the conformity to original documents of all documents submitted to us as copies or scanned pdf copies and the authenticity and completeness of such original documents;
- (c) that all facts which are stated in any official public record or other document or information supplied by a public official are correct. In particular, that the files maintained at the Registrar of Companies relating to the Company were all complete, accurate and up-to-date at the time the Company Search was conducted and will so remain as at each Allotment Date (as defined below);

- (d) that the Certificate fully and accurately states the position as to the matters of fact referred to therein, remains accurate insofar as relevant to this Opinion and will remain so as at each Allotment Date (as defined below) and that no additional matter would have been disclosed by the Company Search and the Bankruptcy Search being carried out since the time and date of the carrying out of such searches and that the particulars disclosed by such searches are, in all aspects, true, complete and up-to-date;
- (e) that any foreign law would not affect any of the conclusions stated in this Opinion;
- (f) that, except as would be revealed by the Bankruptcy Search, no steps have been taken to place the Company into any insolvency procedure or to grant an injunction against the Company;
- (g) that on each date of the allotment and issue of the Shares for the purposes of the Plans (each an “**Allotment Date**”) the Company will have complied with all applicable laws and passed all requisite resolutions to allot and issue such Shares and the consideration for the allotment and issue of such Shares will be in cash, will be paid in full on allotment and will not be less than the par value of such Shares;
- (h) that the term “non-assessable”, which has no recognised meaning under English law, for the purposes of this Opinion means that, under the Companies Act 2006 (as amended), the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of the Shares, no holder of such Shares is liable, solely because of such holder’s status as a holder of such Shares, for additional assessments or calls for further funds by the Company or any creditor of the Company;
- (i) that the Shareholder Resolutions were duly passed in accordance with the articles of association of the Company as in force at such time, and have not been amended or rescinded, are in full force and effect and will not be revoked or varied prior to the Allotment Dates;
- (j) as at the Allotment Dates, the authority granted pursuant to the Shareholder Resolutions will remain unutilised to the extent necessary to permit the allotment and issue of the Shares then being allotted and issued;
- (k) the Board Resolutions were duly passed at a properly convened meeting of the Board in accordance with the articles of association of the Company as in force at such time, and have not been amended or rescinded, are in full force and effect and will not be revoked or varied prior to the Allotment Dates;
- (l) any future allotments and issue of Shares will be duly made in accordance with the articles of association of the Company as in force at each Allotment Date by directors who were validly appointed at such time, the Companies Act 2006, applicable law and any relevant authority given by the members of the Company in a general meeting to allot such Shares;
- (m) the directors at each Allotment Date will be duly appointed and authorised pursuant to the articles of association of the Company as in force at each Allotment Date, the Companies Act 2006, applicable law and any relevant

authority given by the members of the Company in a general meeting to allot the Shares to be allotted and issued on such Allotment Date on a non-pre-emptive basis;

- (n) a meeting of the Board or a duly authorised and constituted committee of the Board will be duly convened and held prior to each Allotment Date, at which it will be resolved to allot and issue the Shares to be allotted and issued on such Allotment Date;
- (o) the directors on each Allotment Date, will have exercised their powers in accordance with their statutory duties under the Companies Act 2006 and English common law;
- (p) the Shares will have been, on allotment and issue, fully paid up in accordance with (i) the articles of association of the Company in force at each Allotment Date; and (ii) applicable law in force at each Allotment Date;
- (q) the name of the relevant allottee and the number of Shares allotted will be duly entered in the register of members of the Company;
- (r) the Plans have been validly adopted and are in force pursuant to the terms of the Plans;
- (s) the Plans have constituted and will continue to constitute valid, legally binding and enforceable obligations of the parties thereto under the laws by which they are, and/or are expressed to be, governed;
- (t) the Plans have been and will be operated in accordance with their rules;
- (u) insofar as any obligation under the Plans is performed in, or is otherwise subject to, any jurisdiction other than England and Wales, its performance is not and will not be illegal or ineffective by virtue of the law of that jurisdiction; and
- (v) that the description of the maximum number of Shares that may be issued under the Plans as being 12,000,000 as described on page 204 of the Prospectus, is correct.

4. Opinion

Based upon the foregoing and subject to any matters not disclosed to us and to the assumptions set out in this Opinion, we are of the opinion that, on allotment and issue, the Shares will be duly authorised, validly allotted and issued, fully paid and non-assessable provided that: (i) the Registration Statement, as amended, continues to be effective under the Securities Act; (ii) such Shares are issued on an Allotment Date in accordance with the terms of, and subject to the limitations set out in, the Plans; and (iii) valid entries in the books and registers of the Company have been made.

5. Qualifications

This Opinion is subject to the following qualifications:

- (a) we expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this letter that may affect the Opinion;

- (b) the Company Search is not capable of revealing conclusively whether or not:
 - (i) a winding-up order has been made or a resolution passed for the winding up of the Company;
 - (ii) an administration order has been made; or
 - (iii) a receiver, administrative receiver, administrator or liquidator has been appointed;

since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, may not be entered into the records of the Company immediately;

- (c) the Company Search is not capable of revealing, prior to the making of the relevant order whether or not a winding-up petition or a petition for an administration order has been presented;
- (d) the Bankruptcy Search relates only to a compulsory winding up and is not capable of revealing whether or not a winding up petition for a petition, prior to the making of the relevant order, for an administration order has been presented, since details of the petition may not have been entered on the records of the Central Registry of Winding-Up Petitions immediately or, in the case of a petition presented to a County Court, may not have been notified to the Central Registry of Winding-Up Petitions and entered on such records at all;
- (e) we express no opinion as to matters of fact and this Opinion is subject to any matters of fact not disclosed to us;
- (f) we express no opinion on the impact of any rules, regulations or requirements of the New York Stock Exchange or the rules and regulations adopted by the SEC;
- (g) this Opinion is strictly limited to the matters stated in paragraph 4 and does not extend to, and is not to be read as extended by implication to, any other matters;
- (h) we express no opinion on the effectiveness of any of the provisions of the Plans and this Opinion does not extend to, and is not to be read as extended by implication to, the adequacy of the Shares to satisfy the implementation of the Plans.

6. Consent

We hereby consent to the filing of this Opinion as an exhibit to the Registration Statement and to all references to our firm included or made a part of the Registration Statement with respect thereto.

Yours faithfully,

/s/ Bingham McCutchen (London) LLP

Bingham McCutchen (London) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 30, 2014, except as to Footnote 16 and the pro forma earnings per share information in the Consolidated Statement of Operations, which is as of September 23, 2014, and Footnote 1, which is as of October 2, 2014, with respect to the consolidated financial statements of OM Asset Management plc (formerly Old Mutual (US) Holdings Inc.) and its subsidiaries, which appears in its Registration Statement on Form S-1 (File No. 333-197106), as amended.

/s/ KPMG LLP

Boston, Massachusetts
October 10, 2014
