Artisan Partners Asset Management Inc.
Form 10-Q
August 02, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

þ	QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2017
OR	
o	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

Commission file number: 001-35826

Artisan Partners Asset Management Inc.
(Exact name of registrant as specified in its charter)

Delaware	45-0969585
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
875 E. Wisconsin Avenue, Suite 800 Milwaukee, WI	53202
(Address of principal executive offices)	(Zip Code)

(414) 390-6100
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o

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

Large accelerated filer þ		Accelerated filer o
Non-accelerated filer o	(Do not check if a smaller reporting company)	Smaller reporting company o
		Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

The number of outstanding shares of the registrant’s Class A common stock, par value $0.01 per share, Class B common stock, par value $0.01 per share, and Class C common stock, par value $0.01 per share, as of July 28, 2017 were 49,689,978, 12,360,212 and 13,537,807, respectively.

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Except where the context requires otherwise, in this report, references to the "Company", "Artisan", "we", "us" or "our" refer t Artisan Partners Asset Management Inc. ("APAM") and its direct and indirect subsidiaries, including Artisan Partners Holdings LP ("Artisan Partners Holdings" or "Holdings"). On March 12, 2013, APAM closed its initial public offering and related corporate reorganization. Prior to that date, APAM was a subsidiary of Artisan Partners Holdings.

Forward-Looking Statements

This report contains, and from time to time our management may make, forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements regarding future events and our future performance, as well as management's current expectations, beliefs, plans, estimates, or projections relating to the future, are forward-looking statements within the meaning of these laws. In some cases, you can identify these statements by forward-looking words such as "may", "might", "will", "should", "expects", "intends", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue", the negative of these terms and comparable terminology. These forward-looking statements are only predictions based on current expectations and projections about future events. Forward-looking statements are subject to a number of risks and uncertainties, and there are important factors that could cause actual results, level of activity, performance, actions or achievements to differ materially from the results, level of activity, performance, actions or achievements expressed or implied by the forward-looking statements. These factors include: the loss of key investment professionals or senior management, adverse market or economic conditions, poor performance of our investment strategies, change in the legislative and regulatory environment in which we operate, operational or technical errors or other damage to our reputation and other factors disclosed in the Company's filings with the Securities and Exchange Commission, including those factors listed under the caption entitled "Risk Factors" in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on February 21, 2017, which is accessible on the SEC's website at www.sec.gov. We undertake no obligation to publicly update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this report, except as required by law.

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Forward-looking statements include, but are not limited to, statements about:

- our anticipated future results of operations;
- our potential operating performance and efficiency;
- our expectations with respect to future levels of assets under management, including the capacity of our strategies and client cash inflows and outflows;
- our expectations with respect to industry trends and how those trends may impact our business;
- our financing plans, cash needs and liquidity position;
- our intention to pay dividends and our expectations about the amount of those dividends;
- our expected levels of compensation of our employees, including equity compensation;
- our expectations with respect to future expenses and the level of future expenses;
- our expected tax rate, and our expectations with respect to deferred tax assets; and
- our estimates of future amounts payable pursuant to our tax receivable agreements.

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Part I — Financial Information
Item 1. Unaudited Consolidated Financial Statements
ARTISAN PARTNERS ASSET MANAGEMENT INC.
Unaudited Condensed Consolidated Statements of Financial Condition
(U.S. dollars in thousands, except per share amount)

	June 30, 2017	December 31, 2016
ASSETS		
Cash and cash equivalents	$190,258	$ 156,777
Accounts receivable	67,757	59,739
Investment securities	3,372	6,297
Property and equipment, net	20,106	20,018
Deferred tax assets	787,653	678,518
Prepaid expenses and other assets	15,775	14,817
Assets of consolidated investment products		
Cash and cash equivalents	27,133	—
Accounts receivable and other	207	—
Investment assets, at fair value	23,153	—
Total assets	$1,135,414	$ 936,166
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS, AND STOCKHOLDERS' EQUITY		
Accounts payable, accrued expenses, and other	$24,336	$ 20,087
Accrued incentive compensation	69,000	12,642
Borrowings	199,558	199,477
Amounts payable under tax receivable agreements	669,857	586,246
Liabilities of consolidated investment products		
Accounts payable, accrued expenses, and other	10,975	—
Investment liabilities, at fair value	6,855	—
Total liabilities	980,581	818,452
Commitments and contingencies		
Redeemable noncontrolling interests	12,658	—
Common stock		
Class A common stock ($0.01 par value per share, 500,000,000 shares authorized, 49,689,978 and 42,149,436 shares outstanding at June 30, 2017 and December 31, 2016, respectively)	497	421
Class B common stock ($0.01 par value per share, 200,000,000 shares authorized, 12,426,635 and 15,142,049 shares outstanding at June 30, 2017 and December 31, 2016, respectively)	124	151
Class C common stock ($0.01 par value per share, 400,000,000 shares authorized, 13,471,384 and 17,063,384 shares outstanding at June 30, 2017 and December 31, 2016, respectively)	135	171
Additional paid-in capital	128,770	119,221
Retained earnings	18,536	13,395
Accumulated other comprehensive income (loss)	(1,385)	(1,648)
Total Artisan Partners Asset Management Inc. stockholders' equity	146,677	131,711
Noncontrolling interest - Artisan Partners Holdings	(4,502)	(13,997)
Total stockholders' equity	142,175	117,714

Total liabilities, redeemable noncontrolling interests, and stockholders' equity	$1,135,414	$ 936,166

The accompanying notes are an integral part of the consolidated financial statements.

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ARTISAN PARTNERS ASSET MANAGEMENT INC.
Unaudited Consolidated Statements of Operations
(U.S. dollars in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Revenues				
Management fees	$195,951	$180,138	$380,025	$354,516
Performance fees	322	630	322	781
Total revenues	$196,273	$180,768	$380,347	$355,297
Operating Expenses				
Compensation and benefits				
Salaries, incentive compensation and benefits	96,426	88,011	189,675	175,491
Pre-offering related compensation - share-based awards	6,339	7,136	12,678	14,955
Total compensation and benefits	102,765	95,147	202,353	190,446
Distribution, servicing and marketing	7,292	8,404	14,666	16,562
Occupancy	3,660	3,186	7,166	6,367
Communication and technology	8,601	8,480	17,024	15,697
General and administrative	7,452	6,538	14,603	12,487
Total operating expenses	129,770	121,755	255,812	241,559
Total operating income	66,503	59,013	124,535	113,738
Non-operating income (loss)				
Interest expense	(2,920)	(2,934)	(5,801)	(5,839)
Net investment gain (loss) of consolidated investment products	18	—	18	—
Net investment income and other	173	31	326	46
Total non-operating income (loss)	(2,729)	(2,903)	(5,457)	(5,793)
Income before income taxes	63,774	56,110	119,078	107,945
Provision for income taxes	14,941	12,634	27,690	24,151
Net income before noncontrolling interests	48,833	43,476	91,388	83,794
Less: Net income attributable to noncontrolling interests - Artisan Partners Holdings	22,197	25,092	44,957	49,149
Less: Net income attributable to noncontrolling interests - consolidated investment products	4	—	4	—
Net income attributable to Artisan Partners Asset Management Inc.	$26,632	$18,384	$46,427	$34,645
Basic and diluted earnings per share	$0.45	$0.38	$0.86	$0.74
Basic and diluted weighted average number of common shares outstanding	45,241,102	38,023,586	43,142,011	37,497,268
Dividends declared per Class A common share	$0.60	$0.60	$1.56	$1.60

The accompanying notes are an integral part of the consolidated financial statements.

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ARTISAN PARTNERS ASSET MANAGEMENT INC.
Unaudited Consolidated Statements of Comprehensive Income
(U.S. dollars in thousands)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Net income before noncontrolling interests	$48,833	$43,476	$91,388	$83,794
Other comprehensive income (loss), net of tax				
Unrealized gain (loss) on investment securities:				
Unrealized gain (loss) on investment securities, net of tax of $39, $49, $31, and $50, respectively	120	163	176	137
Less: reclassification adjustment for gain (loss) included in net income	—	(18)	93	(18)
Net unrealized gain (loss) on investment securities	120	181	83	155
Foreign currency translation gain (loss)	523	(922)	729	(1,209)
Total other comprehensive income (loss)	643	(741)	812	(1,054)
Comprehensive income	49,476	42,735	92,200	82,740
Comprehensive income attributable to noncontrolling interests - Artisan Partners Holdings	22,448	24,801	45,506	48,729
Comprehensive income attributable to noncontrolling interests - consolidated investment products	4	—	4	—
Comprehensive income attributable to Artisan Partners Asset Management Inc.	$27,024	$17,934	$46,690	$34,011

The accompanying notes are an integral part of the consolidated financial statements.

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ARTISAN PARTNERS ASSET MANAGEMENT INC.
Unaudited Consolidated Statements of Changes in Stockholders' Equity
(U.S. dollars in thousands)

	Class A Common stock	Class B Common stock	Class C Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Non-controlling interest - Artisan Partners Holdings	Total stockholders' equity	Redeemable non-controlling interest
Balance at January 1, 2017	$421	$ 151	$ 171	$119,221	$13,395	$ (1,648)	$ (13,997)	$ 117,714	$ —
Net income	—	—	—	—	46,427	—	44,957	91,384	4
Other comprehensive income - foreign currency translation	—	—	—	—	—	467	262	729	—
Other comprehensive income - available for sale investments, net of tax	—	—	—	—	—	49	36	85	—
Cumulative impact of changes in ownership of Artisan Partners Holdings LP, net of tax	—	—	—	(4,966)	—	(253)	5,217	(2)	—
Amortization of equity-based compensation	—	—	—	23,385	—	—	14,255	37,640	—
Deferred tax assets, net of amounts payable under tax receivable agreements	—	—	—	21,371	—	—	—	21,371	—
Issuance of Class A common stock, net of issuance costs	56	—	—	161,991	—	—	—	162,047	—
Forfeitures	—		—	—	—	—	—	—	—
Issuance of restricted stock awards	13	—	—	(13)	—	—	—	—	—
Employee net share settlement	—	—	—	(530)	—	—	(400)	(930)	—
Exchange of subsidiary equity	7	(6)	(1)	—	—	—	—	—	—
Purchase of equity and subsidiary equity	—	(21)	(35)	(162,438)	—	—	—	(162,494)	—
Capital contributions	—	—	—	—	—	—	—	—	12,654
Distributions	—	—	—	—	—	—	(54,769)	(54,769)	—
Dividends	—	—	—	(29,251)	(41,286)	—	(63)	(70,600)	—
Balance at June 30, 2017	$497	$ 124	$ 135	$128,770	$18,536	$ (1,385)	$ (4,502)	$ 142,175	$ 12,658

	Class A Common stock	Class B Common stock	Class C Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Non-controlling interest - Artisan Partners Holdings	Total stockholders' equity
Balance at January 1, 2016	$ 394	$ 183	$ 157	$116,448	$13,238	$ (375)	$ (13,494)	$ 116,551

Net income	—	—	—	—	34,645	—	49,149	83,794
Other comprehensive income - foreign currency translation	—	—	—	—	—	(671)	(538)	(1,209)
Other comprehensive income - available for sale investments, net of tax	—	—	—	—	—	79	77	156
Cumulative impact of changes in ownership of Artisan Partners Holdings LP, net of tax	—	—	—	(2,168)	—	(42)	2,209	(1)
Amortization of equity-based compensation	—	—	—	21,002	(409)	—	16,363	36,956
Deferred tax assets, net of amounts payable under tax receivable agreements	—	—	—	6,686	—	—	—	6,686
Issuance of Class A common stock, net of issuance costs	—	—	—	(22)	—	—	—	(22)
Issuance of restricted stock awards	11	—	—	(11)	—	—	—	—
Employee net share settlement	—	—	—	(180)	—	—	(154)	(334)
Exchange of subsidiary equity	15	(14)	(1)	—	—	—	—	—
Distributions	—	—	—	—	—	—	(62,424)	(62,424)
Dividends	—	—	—	(29,811)	(35,030)	—	(63)	(64,904)
Balance at June 30, 2016	$ 420	$ 169	$ 156	$ 111,944	$ 12,444	$ (1,009)	$ (8,875)	$ 115,249

The accompanying notes are an integral part of the consolidated financial statements.

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ARTISAN PARTNERS ASSET MANAGEMENT INC.
Unaudited Consolidated Statements of Cash Flows
(U.S. dollars in thousands)

	For the Six Months Ended June 30,	
	2017	2016
Cash flows from operating activities		
Net income before noncontrolling interests	$91,388	$83,794
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,549	2,417
Deferred income taxes	18,604	16,847
Capital (gains) losses on the sale of investment securities	(93)	18
Loss on disposal of property and equipment	18	34
Amortization of debt issuance costs	224	224
Share-based compensation	37,640	36,956
(Gains) losses of consolidated investment products, net	(18)	—
Purchase of investment securities by consolidated investment products	(23,194)	—
Proceeds from sale of investment securities by consolidated investment products	6,907	—
Change in assets and liabilities resulting in an increase (decrease) in cash:		
Accounts receivable	(8,019)	(2,767)
Prepaid expenses and other assets	(520)	(2,099)
Accounts payable and accrued expenses	59,234	49,198
Class B liability awards	(506)	(574)
Deferred lease obligations	1,512	38
Net change in operating assets and liabilities of consolidated investment products	(16,359)	—
Net cash provided by operating activities	169,367	184,086
Cash flows from investing activities		
Acquisition of property and equipment	(823)	(3,442)
Leasehold improvements	(1,468)	(429)
Proceeds from sale of investment securities	6,382	10
Purchase of investment securities	(3,250)	(14)
Net cash provided by (used in) investing activities	841	(3,875)
Cash flows from financing activities		
Partnership distributions	(54,769)	(62,424)
Dividends paid	(70,600)	(64,904)
Payment under the tax receivable agreements	(22,788)	(20,953)
Net proceeds from issuance of common stock	162,494	—
Payment of costs directly associated with the issuance of Class A common stock	(294)	—
Purchase of equity and subsidiary equity	(162,494)	—
Taxes paid related to employee net share settlement	(930)	(334)
Capital contributions to consolidated investment products	12,654	—
Net cash used in financing activities	(136,727)	(148,615)
Net increase (decrease) in cash and cash equivalents	33,481	31,596
Cash and cash equivalents		
Beginning of period	156,777	166,193
End of period	$190,258	$197,789

Supplementary information
Noncash activity:

Establishment of deferred tax assets	$127,771	$30,279
Establishment of amounts payable under tax receivable agreements	106,399	23,593

The accompanying notes are an integral part of the consolidated financial statements.

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ARTISAN PARTNERS ASSET MANAGEMENT INC.
Notes to Unaudited Consolidated Financial Statements
(U.S. currencies in thousands, except per share or per unit amounts and as otherwise indicated)

Note 1. Nature of Business and Organization

Nature of Business

Artisan Partners Asset Management Inc. ("APAM"), through its subsidiaries, is an investment management firm focused on providing high-value added, active investment strategies to sophisticated clients globally. APAM and its subsidiaries are hereafter referred to collectively as "Artisan" or the "Company".

Artisan's autonomous investment teams manage a broad range of U.S., non-U.S. and global investment strategies that are diversified by asset class, market cap and investment style. Strategies are offered through multiple investment vehicles to accommodate a broad range of client mandates. Artisan offers its investment management services primarily to institutions and through intermediaries that operate with institutional-like decision-making processes and have long-term investment horizons.

Organization

On March 12, 2013, APAM completed its initial public offering (the "IPO"). APAM was formed for the purpose of becoming the general partner of Artisan Partners Holdings LP ("Artisan Partners Holdings" or "Holdings") in connection with the IPO. Holdings is a holding company for the investment management business conducted under the name "Artisan Partners". The reorganization ("IPO Reorganization") established the necessary corporate structure to complete the IPO while at the same time preserving the ability of the firm to conduct operations through Holdings and its subsidiaries.

As the sole general partner, APAM controls the business and affairs of Holdings. As a result, APAM consolidates Holdings' financial statements and records a noncontrolling interest for the equity interests in Holdings held by the limited partners of Holdings. At June 30, 2017, APAM held approximately 66% of the equity ownership interest in Holdings.

Holdings, together with its wholly owned subsidiary, Artisan Investments GP LLC ("AIGP"), controls a 100% interest in Artisan Partners Limited Partnership ("APLP"), a multi-product investment management firm that is the principal operating subsidiary of Artisan Partners Holdings. APLP is registered as an investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. APLP provides investment advisory services to separate accounts and pooled investment vehicles, including Artisan Partners Funds, Inc. ("Artisan Funds" or the "Funds") and Artisan Partners Global Funds plc ("Artisan Global Funds"). Artisan Funds are a series of open-end, diversified mutual funds registered under the Investment Company Act of 1940, as amended. Artisan Global Funds is a family of Ireland-domiciled UCITS.

2017 Follow-On Offering

On February 28, 2017, APAM completed a registered offering of 5,626,517 shares of Class A common stock (the "2017 Follow-On Offering") and utilized all of the proceeds to purchase an aggregate of 5,626,517 common units of Artisan Partners Holdings at a price per unit of $28.88. The offering and subsequent purchase of units had the following impact on the consolidated financial statements:

- APAM received 5,626,517 GP units of Holdings, which increased APAM's ownership interest in Holdings. See Note 7, "Noncontrolling interest - Holdings" for the financial statement impact of changes in ownership.
- APAM's purchase of common units of Holdings with the proceeds resulted in an increase to deferred tax assets and amounts payable under the tax receivable agreements. See Note 10, "Income Taxes and Related Payments".

Holdings Unit Exchanges

Limited partners of Artisan Partners Holdings are entitled to exchange partnership units (along with a corresponding number of shares of Class B or C common stock of APAM) for shares of Class A common stock each quarter (the "Holdings Common Unit Exchanges"). The following partnership units were exchanged for APAM Class A common stock during the six months ended June 30, 2017:

	Total Common Units	Class A Common Units	Class B Common Units	Class E Common Units

	Exchanged			
Common units exchanged on March 6, 2017	206,770	—	206,770	—
Common units exchanged on May 5, 2017	474,127	50,000	404,127	20,000
Total Units Exchanged	680,897	50,000	610,897	20,000

The corresponding shares of APAM Class B and C common stock were immediately canceled upon exchange. The Holdings Common Unit Exchanges increased APAM's equity ownership interest in Holdings and resulted in an increase to deferred tax assets and amounts payable under the tax receivable agreements. See Note 10, "Income Taxes and Related Payments".

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Note 2. Summary of Significant Accounting Policies

Basis of presentation

The accompanying financial statements are unaudited. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of such consolidated financial statements have been included. Such interim results are not necessarily indicative of full year results.

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial reporting and accordingly they do not include all of the information and footnotes required in the annual consolidated financial statements and accompanying footnotes.

The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. As a result, the interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in APAM's latest annual report on Form 10-K.

The accompanying financial statements were prepared in accordance with U.S. GAAP and related rules and regulations of the SEC. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates or assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from these estimates or assumptions.

Principles of consolidation

Artisan's policy is to consolidate all subsidiaries or other entities in which it has a controlling financial interest. The consolidation guidance requires an analysis to determine if an entity should be evaluated for consolidation using the voting interest entity ("VOE") model or the variable interest entity ("VIE") model. Under the VOE model, controlling financial interest is generally defined as a majority ownership of voting interests. Under the VIE model, controlling financial interest is defined as (i) the power to direct activities that most significantly impact the economic performance of the entity and (ii) the right to receive potentially significant benefits or the obligation to absorb potentially significant losses. The consolidated financial statements include the accounts of APAM and all subsidiaries or other entities in which APAM has a direct or indirect controlling financial interest. All material intercompany balances have been eliminated in consolidation.

Artisan serves as the investment adviser to Artisan Funds, Artisan Global Funds and other investment products. Artisan Funds and Artisan Global Funds are corporate entities the business and affairs of which are managed by their respective boards of directors. The shareholders of the funds retain voting rights, including rights to elect and reelect members of their respective boards of directors. Each series of Artisan Funds is a VOE and is separately evaluated for consolidation under the VOE model. The shareholders of Artisan Global Funds lack simple majority liquidation rights, and as a result, Artisan Global Funds is evaluated for consolidation under the VIE model. Privately offered funds are also evaluated for consolidation under the VIE model.

From time to time, the Company makes investments in Artisan Funds and Artisan Global Funds, which are made on the same terms as are available to other investors. If the investment results in a controlling financial interest, APAM consolidates the fund, and the underlying individual securities are accounted for as trading securities. Investments in which the Company does not have a controlling financial interest are classified as available-for-sale investments. As of June 30, 2017, Artisan does not have a controlling financial interest in any series of Artisan Funds or Artisan Global Funds and therefore does not consolidate these entities.

Artisan manages the business and affairs of investment funds relating to the firm's privately offered investment strategy. As of June 30, 2017, Artisan was deemed to have a controlling financial interest in these funds and, as a result, the funds are included in Artisan's Consolidated Financial Statements. Because the funds are investment companies, Artisan has retained the specialized industry accounting principles for investment companies in its Consolidated Financial Statements. See Note 6, "Variable Interest Entities and Consolidated Investment Products" for additional details.

Recent accounting pronouncements

Accounting standards not yet adopted

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which supersedes existing accounting standards for revenue recognition and creates a single framework. The guidance also changes the accounting for certain costs to obtain or fulfill a contract. The new guidance will be effective on January 1, 2018, and allows for either a full retrospective or modified retrospective transition method. The Company is currently evaluating its transition method and the potential capitalization of certain cash incentive compensation; however, based on current evaluations, the Company does not expect the adoption to have a material impact on its consolidated financial statements.

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In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities, which requires all equity investments to be measured at fair value with changes in the fair value recognized through net income. ASU 2016-01 will be effective on January 1, 2018 and will result in a cumulative-effect adjustment to the Company's Consolidated Statements of Financial Condition upon adoption. Upon adoption, the Company's unrealized gains (losses) on available-for-sale investment securities will be recognized through net income, which will be a change from the current treatment of recognition in other comprehensive income (loss).

In February 2016, the FASB issued ASU 2016-02, Leases, which introduces a lessee model that brings most leases on the balance sheet. The new guidance will be effective on January 1, 2019 and will require a modified retrospective approach to adoption. Early adoption is permitted. The Company is currently evaluating the impact of adoption on its consolidated financial statements. The standard is expected to result in a significant increase in total assets and liabilities, but will not have a significant impact on the consolidated statement of operations.

Note 3. Investment Securities

The disclosures below include details of Artisan's investments, excluding money market funds and consolidated funds. Investments held by consolidated investment products are described in Note 6, "Variable Interest Entities and Consolidated Investment Products".

	Cost	Unrealized Gains	Unrealized Losses	Fair Value
June 30, 2017				
Mutual funds	$3,156	$ 216	$ —	$ 3,372
December 31, 2016				
Mutual funds	$6,194	$ 103	$ —	$ 6,297

Artisan's investments in mutual funds consist of investments in shares of Artisan Funds and Artisan Global Funds and are considered to be available-for-sale securities. As a result, unrealized gains (losses) are recorded to other comprehensive income (loss).

As of June 30, 2017 and December 31, 2016, none of the Company's investment securities were in an unrealized loss position. No impairment losses were recorded on these available-for-sale securities.

Note 4. Fair Value Measurements

The table below presents information about Artisan's assets and liabilities that are measured at fair value and the valuation techniques Artisan utilized to determine such fair value. The fair value of financial instruments held by consolidated investment products is presented in Note 6, "Variable Interest Entities and Consolidated Investment Products".

In accordance with ASC 820, fair value is defined as the price that Artisan would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. The following three-tier fair value hierarchy prioritizes the inputs used in measuring fair value:

- Level 1 – Observable inputs such as quoted (unadjusted) market prices in active markets for identical securities.
- Level 2 – Other significant observable inputs (including but not limited to quoted prices for similar instruments, interest rates, prepayment speeds, credit risk, etc.).
- Level 3—Significant unobservable inputs (including Artisan's own assumptions in determining fair value).

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The following provides the hierarchy of inputs used to derive fair value of Artisan's assets and liabilities that are financial instruments as of June 30, 2017 and December 31, 2016:

	Assets and Liabilities at Fair Value			
	Total	Level 1	Level 2	Level 3
June 30, 2017				
Assets				
Cash equivalents	$81,350	$81,350	$ —	$ —
Mutual funds	3,372	3,372	—	—
December 31, 2016				
Assets				
Cash equivalents	$64,170	$64,170	$ —	$ —
Mutual funds	6,297	6,297	—	—

Fair values determined based on Level 1 inputs utilize quoted market prices for identical assets. Level 1 assets generally consist of money market funds, open-end mutual funds and UCITS funds. There were no Level 2 or Level 3 assets or liabilities recorded at fair value as of June 30, 2017 and December 31, 2016.

Artisan's policy is to recognize transfers in and transfers out of the valuation levels as of the beginning of the reporting period. There were no transfers between Level 1, Level 2 or Level 3 securities during the six months ended June 30, 2017 and 2016.

Note 5. Borrowings

Artisan's borrowings consist of the following as of June 30, 2017 and December 31, 2016:

	Maturity	Outstanding Balance	Interest Rate Per Annum
Revolving credit agreement	August 2017	$ —	NA
Senior notes			
Series A	August 2017	60,000	4.98 %
Series B	August 2019	50,000	5.32 %
Series C	August 2022	90,000	5.82 %
Total borrowings		$ 200,000	

The fair value of borrowings was approximately $206.0 million as of June 30, 2017. Fair value was determined based on future cash flows, discounted to present value using current market interest rates. The inputs are categorized as Level 2 in the fair value hierarchy, as defined in Note 4, "Fair Value Measurements".

Interest expense incurred on the unsecured notes and revolving credit agreement was $2.8 million for the three months ended June 30, 2017 and 2016, and $5.5 million for the six months ended June 30, 2017 and 2016.

As of June 30, 2017, the aggregate maturities of debt obligations, based on their contractual terms, are as follows:

2017	$60,000
2018	—
2019	50,000
2020	—
2021	—
Thereafter	90,000
Total	$200,000

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Note 6. Variable Interest Entities and Consolidated Investment Products

Artisan serves as the investment adviser for various types of investment products, consisting of both VIEs and VOEs. Artisan consolidates an investment product if it has a controlling financial interest in the entity, referred to as a consolidated investment product or CIP.

In June 2017, Artisan established a privately offered investment strategy for which Artisan serves as the investment manager. Artisan manages the business and affairs of those privately offered funds. Third-party equity holders of the funds lack the ability to remove Artisan as the general partner, or otherwise divest Artisan of its control of the funds, and as a result the funds are evaluated for consolidation under the VIE model. Artisan made an initial seed investment of $20.0 million in the strategy and is considered to be the primary beneficiary of the funds as of June 30, 2017.

Any management fees and incentive allocations earned from the privately offered strategy are eliminated upon consolidation. There were no such management fees or incentive allocations for the six months ended June 30, 2017.

Artisan's maximum exposure to loss in connection with the assets and liabilities of the privately offered strategy is limited to its direct equity investment, while the potential benefit is limited to the management fee and incentive allocation received and the return on its equity investment. With the exception of Artisan's direct equity investment, the assets of the privately offered strategy are not available to Artisan's creditors. In addition, third-party investors in the privately offered strategy have no recourse to the general credit of the Company. As of June 30, 2017, Artisan's direct equity investment in the privately offered strategy was $20.0 million.

Third-party investors' ownership interest in the privately offered strategy is presented as redeemable noncontrolling interest in the Unaudited Consolidated Statements of Financial Condition as third-party investors have the right to withdraw their capital, subject to certain conditions. Net income attributable to third-party investors is reported as net income attributable to noncontrolling interests - consolidated investment products in the Unaudited Consolidated Statement of Operations.

Fair Value Measurements - Consolidated Investment Products

The carrying value of CIPs' investments is also their fair value. Short and long positions on equity securities are valued based upon closing prices of the security on the exchange or market designated by the accounting agent or pricing vendor as the principal exchange. The closing price may represent last sale price, official closing price, a closing auction or other information depending on market convention. Short and long positions on fixed income instruments are valued at market value. Market values were generally evaluations based on the judgment of pricing vendors, which may consider the prices at which the instruments trade, broker-dealer quotations, pricing formulas, estimates of market values obtained from yield data relating to instruments with similar characteristics and/or discounted cash flow models that may be applicable. The following tables present the fair value hierarchy levels of assets and liabilities held by CIPs measured at fair value on a recurring basis as of June 30, 2017. There were no CIP assets or liabilities as of December 31, 2016.

	Assets and Liabilities at Fair Value			
	Total	Level 1	Level 2	Level 3
June 30, 2017				
Assets				
Cash equivalents	$21,750	$21,750	$—	$ —
Debt instruments - long position	23,066	—	23,066	—
Credit default swaps	87	—	87	—

Liabilities				
Equity securities - short position	$1,288	$1,288	$—	$ —
Debt instruments - short position	$5,567	$—	$5,567	$ —

Cash equivalents consisted of money market funds. Artisan's policy is to recognize transfers in and transfers out of the valuation levels as of the beginning of the reporting period. There were no transfers between Level 1, Level 2 or Level 3 securities during the six months ended June 30, 2017.

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Note 7. Noncontrolling interest - Holdings

Net income attributable to noncontrolling interests - Artisan Partners Holdings in the Unaudited Consolidated Statements of Operations represents the portion of earnings or loss attributable to the equity ownership interests in Holdings held by the limited partners of Holdings. As of June 30, 2017, APAM held approximately 66% of the equity ownership interests in Holdings.

In order to maintain the one-to-one correspondence of the number of Holdings partnership units and APAM common shares, Holdings will issue one general partner ("GP") unit to APAM for each share of Class A common stock issued by APAM. For the six months ended June 30, 2017, APAM's equity ownership interest in Holdings has increased as a result of the following transactions:

	Holdings GP Units	Limited Partnership Units	Total	APAM Ownership %
Balance at December 31, 2016	42,149,436	32,205,433	74,354,869	57 %
2017 Follow-On Offering	5,626,517	(5,626,517)	—	7 %
Holdings Common Unit Exchanges	680,897	(680,897)	—	1 %
Issuance of APAM Restricted Shares	1,267,250	—	1,267,250	1 %
Restricted Share Award Net Share Settlement [1]	(31,014)	—	(31,014)	— %
Forfeitures of Holdings GP Units from Employee Terminations [1]	(3,108)	—	(3,108)	— %
Balance at June 30, 2017	49,689,978	25,898,019	75,587,997	66 %

[1] The impact of the transaction on APAM's ownership percentage was less than 1%.

Since APAM continues to have a controlling interest in Holdings, changes in ownership of Holdings are accounted for as equity transactions. Additional paid-in capital and noncontrolling interest - Artisan Partners Holdings in the Unaudited Condensed Consolidated Statements of Financial Condition are adjusted to reallocate Holdings' historical equity to reflect the change in APAM's ownership of Holdings.

The reallocation of equity had the following impact on the Unaudited Condensed Consolidated Statements of Financial Condition:

Statement of Financial Condition	For the Six Months Ended June 30,	
	2017	2016
Additional paid-in capital	$(4,966)	$(2,168)
Noncontrolling interest - Artisan Partners Holdings	5,217	2,209
Accumulated other comprehensive income (loss)	(251)	(41)
Net impact to financial condition	—	—

In addition to the reallocation of historical equity, the change in ownership resulted in an increase to deferred tax assets and additional paid-in capital of $2.6 million for the six months ended June 30, 2017 and $2.5 million for the six months ended June 30, 2016.

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Note 8. Stockholders' Equity

APAM - Stockholders' Equity

As of June 30, 2017 and December 31, 2016, APAM had the following authorized and outstanding equity:

	Authorized	Outstanding June 30, 2017	Outstanding December 31, 2016	Voting Rights [1]	Economic Rights
Common shares					
Class A, par value $0.01 per share	500,000,000	49,689,978	42,149,436	1 vote per share	Proportionate
Class B, par value $0.01 per share	200,000,000	12,426,635	15,142,049	5 votes per share	None
Class C, par value $0.01 per share	400,000,000	13,471,384	17,063,384	1 vote per share	None

[1] The Company's employees to whom Artisan has granted equity have entered into a stockholders agreement with respect to all shares of APAM common stock they have acquired from the Company and any shares they may acquire from the Company in the future, pursuant to which they granted an irrevocable voting proxy to a Stockholders Committee. As of June 30, 2017, Artisan's employees held 4,374,049 restricted shares of Class A common stock subject to the agreement and all 12,426,635 outstanding shares of Class B common stock.

APAM is dependent on cash generated by Holdings to fund any dividends. Generally, Holdings will make distributions to all of its partners, including APAM, based on the proportionate ownership each holds in Holdings. APAM will fund dividends to its stockholders from its proportionate share of those distributions after provision for its taxes and other obligations. APAM declared and paid the following dividends per share during the three and six months ended June 30, 2017 and 2016:

Type of Dividend	Class of Stock	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
		2017	2016	2017	2016
Quarterly	Class A Common	$0.60	$0.60	$1.20	$1.20
Special Annual	Class A Common	$—	$—	$0.36	$0.40

The following table summarizes APAM's stock transactions for the six months ended June 30, 2017:

	Total Stock Outstanding	Class A Common Stock[1]	Class B Common Stock	Class C Common Stock
Balance at December 31, 2016	74,354,869	42,149,436	15,142,049	17,063,384
2017 Follow-On Offering	—	5,626,517	(2,104,517)	(3,522,000)
Holdings Common Unit Exchanges	—	680,897	(610,897)	(70,000)
Restricted Share Award Grants	1,267,250	1,267,250	—	—
Restricted Share Award Net Share Settlement	(31,014)	(31,014)	—	—
Employee/Partner Terminations	(3,108)	(3,108)	—	—
Balance at June 30, 2017	75,587,997	49,689,978	12,426,635	13,471,384

[1] There were 218,089 and 178,401 restricted stock units outstanding at June 30, 2017 and December 31, 2016, respectively. Restricted stock units are not reflected in the table because they are not considered outstanding or issued stock.

Each Class A, Class B, Class D and Class E common unit of Holdings (together with the corresponding share of Class B or Class C common stock) is exchangeable for one share of Class A common stock. The corresponding shares of Class B and Class C common stock are immediately canceled upon any such exchange.

Upon termination of employment with Artisan, an employee-partner's unvested Class B common units are forfeited. Generally, the employee-partner's vested Class B common units are exchanged for Class E common units. The employee-partner's shares of Class B common stock are canceled; and APAM issues the former employee-partner a number of shares of Class C common stock equal to the former employee-partner's number of Class E common units.

Class E common units are exchangeable for Class A common stock subject to the same restrictions and limitations on exchange applicable to the other common units of Holdings.

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Artisan Partners Holdings - Partners' Equity

Holdings makes distributions of its net income to the holders of its partnership units for income taxes as required under the terms of the partnership agreement and also makes additional distributions under the terms of the partnership agreement. The distributions are recorded in the financial statements on the declaration date, or on the payment date in lieu of a declaration date. Holdings' partnership distributions for the three and six months ended June 30, 2017 and 2016, were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Holdings Partnership Distributions to Limited Partners	$38,239	$43,095	$54,769	$62,424
Holdings Partnership Distributions to APAM	61,910	50,809	83,543	73,241
Total Holdings Partnership Distributions	$100,149	$93,904	$138,312	$135,665

The distributions are recorded as a reduction to consolidated stockholders' equity, with the exception of distributions made to APAM, which are eliminated upon consolidation.

Note 9. Compensation and Benefits

Total compensation and benefits consists of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Salaries, incentive compensation and benefits [1]	$84,062	$77,212	$165,544	$154,308
Restricted share-based award compensation expense	12,364	10,799	24,131	21,183
Total salaries, incentive compensation and benefits	96,426	88,011	189,675	175,491
Pre-offering related compensation - share-based awards	6,339	7,136	12,678	14,955
Total compensation and benefits	$102,765	$95,147	$202,353	$190,446

[1] Excluding restricted share-based award compensation expense

Incentive compensation

Cash incentive compensation paid to members of Artisan's investment teams and members of its distribution teams is generally based on formulas that are tied directly to revenues. These payments are made in the quarter following the quarter in which the incentive was earned with the exception of fourth quarter payments which are paid in the fourth quarter of the year. Cash incentive compensation paid to most other employees is discretionary and subjectively determined based on individual performance and Artisan's overall results during the applicable year and has historically been paid in the fourth quarter of the year. The cash incentive compensation earned by executive officers for the year ended December 31, 2016, was paid in the three months ended March 31, 2017.

Restricted share-based awards

Artisan has registered 14,000,000 shares of Class A common stock for issuance under the 2013 Omnibus Incentive Compensation Plan (the "Plan"). Pursuant to the Plan, APAM has granted a combination of restricted stock awards and restricted stock units (collectively referred to as "restricted share-based awards") of Class A common stock to employees. The restricted share-based awards generally vest on a pro rata basis over five years. Certain share-based awards will vest upon a combination of both (1) pro-rata annual time vesting and (2) qualifying retirement (as defined in the award agreements).

Unvested awards are subject to forfeiture upon termination of employment. Grantees receiving the awards are entitled to dividends on unvested and vested shares and units. 7,998,198 shares of Class A common stock were reserved and available for issuance under the Plan as of June 30, 2017.

During the six months ended June 30, 2017, Artisan granted 1,267,250 restricted stock awards and 1,250 restricted stock units of Class A common stock to employees of the Company. Total compensation expense associated with the 2017 grants is expected to be approximately $35.9 million. Compensation expense related to the restricted share-based

awards is recognized based on the estimated grant date fair value on a straight-line basis over the requisite service period of the award. The initial requisite service period is generally five years for restricted share-based awards.

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The Company's accounting policy is to record the impact of forfeitures when they occur. 3,108 restricted share-based awards were forfeited during the six months ended June 30, 2017.

The following table summarizes the restricted share-based award activity for the six months ended June 30, 2017:

	Weighted-Average Grant Date Fair Value	Number of Awards
Unvested at January 1, 2017	$ 44.47	3,394,910
Granted	$ 28.30	1,268,500
Forfeited	$ 41.08	(3,108)
Vested	$ 36.48	(184,378)
Unvested at June 30, 2017	$ 40.22	4,475,924

Compensation expense recognized related to the restricted share-based awards was $12.3 million and $10.8 million for the three months ended June 30, 2017 and 2016, respectively, and $24.1 million and $21.2 million for the six months ended June 30, 2017 and 2016, respectively. The unrecognized compensation expense for the unvested awards as of June 30, 2017 was $122.7 million with a weighted average recognition period of 3.3 years remaining. The initial requisite service period and remaining weighted average recognition period for all types of restricted share-based awards are substantially equivalent.

During the six months ended June 30, 2017, the Company withheld a total of 31,014 restricted shares as a result of net share settlements to satisfy employee tax withholding obligations. The Company paid $0.9 million in employee tax withholding obligations related to these settlements during the six months ended June 30, 2017. These net share settlements had the effect of shares repurchased and retired by the Company, as they reduced the number of shares outstanding.

Pre-offering related compensation - share-based awards

Holdings historically granted Class B share-based awards to certain employees. These awards vested over a period of five years. Prior to the IPO, all vested Class B awards were subject to mandatory redemption on termination of employment for any reason and were reflected as liabilities measured at fair value; unvested Class B awards were forfeited on termination of employment.

The vested Class B liability awards of a terminated employee were historically redeemed in cash in annual installments, generally over the five years following termination of employment. The remaining $0.5 million of redemption payments for Class B awards of partners whose services to Holdings terminated prior to the IPO was paid during the six months ended June 30, 2017.

As a part of the IPO Reorganization, the Class B grant agreements were amended to eliminate the cash redemption feature. The amendment was considered a modification under ASC 718 and the Class B awards have been classified as equity awards since such modification. Compensation expense is recorded for unvested Class B awards on a straight-line basis over the remaining vesting period.

The following table summarizes the activity related to unvested Class B awards for the six months ended June 30, 2017:

	Weighted-Average Grant Date Fair Value	Number of Class B Awards
Unvested Class B awards at January 1, 2017	$ 30.00	845,220
Granted	—	—
Forfeited	—	—
Vested	—	—
Unvested Class B awards at June 30, 2017	$ 30.00	845,220

Compensation expense recognized related to the unvested Class B awards was $6.4 million and $7.2 million for the three months ended June 30, 2017 and 2016, respectively, and $12.7 million and $15.0 million for the six months ended June 30, 2017 and 2016, respectively. There is no remaining unrecognized compensation expense for the

unvested Class B awards as of June 30, 2017, as the Class B awards became fully vested on July 1, 2017.

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Note 10. Income Taxes and Related Payments

APAM is subject to U.S. federal, state and local income taxation on APAM's allocable portion of Holdings' income. APAM's effective income tax rate was lower than the U.S. federal statutory rate of 35% primarily due to a rate benefit attributable to the fact that, for the six months ended June 30, 2017, approximately 38% of Artisan Partners Holdings' full year projected taxable earnings were attributable to other partners and not subject to corporate-level taxes. The effective tax rate was also lower due to dividends paid on unvested share-based awards, net of higher tax expense related to the vesting of restricted share-based awards. These favorable items are partially offset by the impact of certain permanent items, primarily attributable to pre-IPO share-based compensation expenses, that are not deductible for tax purposes.

Components of the provision for income taxes consist of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Current:				
Federal	$5,234	$3,238	$7,858	$5,908
State and local	640	506	1,001	1,050
Foreign	120	161	227	346
Total	5,994	3,905	9,086	7,304
Deferred:				
Federal	8,463	8,257	17,598	15,936
State and local	484	472	1,006	911
Total	8,947	8,729	18,604	16,847
Income tax expense	$14,941	$12,634	$27,690	$24,151

In connection with the IPO, APAM entered into two tax receivable agreements ("TRAs"). The first TRA generally provides for the payment by APAM to a private equity fund (the "Pre-H&F Corp Merger Shareholder") of 85% of the applicable cash savings, if any, of U.S. federal, state and local income taxes that APAM actually realizes (or is deemed to realize in certain circumstances) as a result of (i) the tax attributes of the preferred units APAM acquired in the merger of a wholly-owned subsidiary of the Pre-H&F Corp Merger Shareholder into APAM in March 2013, (ii) net operating losses available as a result of the merger and (iii) tax benefits related to imputed interest.

The second TRA generally provides for the payment by APAM to current or former limited partners of Holdings of 85% of the applicable cash savings, if any, of U.S. federal, state and local income taxes that APAM actually realizes (or is deemed to realize in certain circumstances) as a result of (i) certain tax attributes of their partnership units sold to APAM or exchanged (for shares of Class A common stock, convertible preferred stock or other consideration) and that are created as a result of such sales or exchanges and payments under the TRAs and (ii) tax benefits related to imputed interest. Under both agreements, APAM generally will retain the benefit of the remaining 15% of the applicable tax savings.

For purposes of the TRAs, cash savings of income taxes are calculated by comparing APAM's actual income tax liability to the amount it would have been required to pay had it not been able to utilize any of the tax benefits subject to the TRAs, unless certain assumptions apply. The TRAs will continue in effect until all such tax benefits have been utilized or expired, unless APAM exercises its right to terminate the agreements or payments under the agreements are accelerated in the event that APAM materially breaches any of its material obligations under the agreements.

The actual increase in tax basis, as well as the amount and timing of any payments under these agreements, will vary depending upon a number of factors, including the timing of sales or exchanges by the holders of limited partnership units, the price of the Class A common stock at the time of such sales or exchanges, whether such sales or exchanges are taxable, the amount and timing of the taxable income APAM generates in the future and the tax rate then applicable and the portion of APAM's payments under the TRAs constituting imputed interest or depreciable basis or amortizable basis.

Payments under the TRAs, if any, will be made pro rata among all TRA counterparties entitled to payments on an annual basis to the extent APAM has sufficient taxable income to utilize the increased depreciation and amortization charges and imputed interest deductions. Artisan expects to make one or more payments under the TRAs, to the extent they are required, prior to or within 125 days after APAM's U.S. federal income tax return is filed for each fiscal year. Interest on the TRA payments will accrue at a rate equal to one-year LIBOR plus 100 basis points two days prior to the due date (without extension) of such tax return until such payments are made.

Amounts payable under tax receivable agreements are estimates which may be impacted by factors, including but not limited to, expected tax rates, projected taxable income, and projected ownership levels and are subject to change. Changes in the estimates of amounts payable under tax receivable agreements are recorded as non-operating income (loss) in the Consolidated Statements of Operations.

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The change in the Company's deferred tax assets related to the tax benefits described above and the change in corresponding amounts payable under the TRAs for the six months ended June 30, 2017 is summarized as follows:

	Amounts payable under tax receivable agreements	Deferred Tax Asset - Amortizable basis
December 31, 2016	$ 586,246	$ 653,942
2017 Follow-On Offering	96,406	113,419
2017 Holdings Common Unit Exchanges	9,993	11,756
Amortization	—	(20,973)
Payments under TRA	(22,788)	—
June 30, 2017	$ 669,857	$ 758,144

Net deferred tax assets comprise the following:

	As of June 30, 2017	As of December 31, 2016
Deferred tax assets:		
Amortizable basis [1]	$758,144	$ 653,942
Other [2]	29,509	24,576
Total deferred tax assets	787,653	678,518
Less: valuation allowance [3]	—	—
Net deferred tax assets	$787,653	$ 678,518

[1] Represents the unamortized step-up of tax basis and other tax attributes from the merger and partnership unit sales and exchanges described above. These future tax benefits are subject to the TRA agreements.

[2] Represents the net deferred tax assets associated with the merger described above and other miscellaneous deferred tax assets.

[3] Artisan assessed whether the deferred tax assets would be realizable and determined based on its history of taxable income that the benefits would more likely than not be realized. Accordingly, no valuation allowance is required.

Accounting standards establish a minimum threshold for recognizing, and a system for measuring, the benefits of income tax return positions in financial statements. There were no uncertain tax positions recorded as of June 30, 2017 and December 31, 2016.

In the normal course of business, Artisan is subject to examination by federal and certain state, local and foreign tax regulators. As of June 30, 2017, U.S. federal income tax returns for the years 2014 through 2015 are open and therefore subject to examination. State and local tax returns are generally subject to examination from 2013 to 2015. Foreign tax returns are generally subject to examination from 2013 to 2015.

Note 11. Accumulated Other Comprehensive Income (Loss)

Accumulated Other Comprehensive Income (Loss), net of tax, in the accompanying Condensed Consolidated Statements of Financial Condition represents the portion of accumulated other comprehensive income attributable to APAM, and consists of the following:

	As of June 30,	As of December

	2017	31, 2016
Unrealized gain on investments, net of tax	$89	$ 37
Foreign currency translation gain (loss)	(1,474)	(1,685)
Accumulated Other Comprehensive Income (Loss)	$(1,385)	$ (1,648)

Comprehensive income (loss) attributable to noncontrolling interests - Artisan Partners Holdings in the Consolidated Statements of Comprehensive Income (Loss) represents the portion of comprehensive income (loss) attributable to the equity ownership interests in Holdings held by the limited partners of Holdings.

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Note 12. Earnings Per Share

Basic earnings per share is computed under the two-class method by dividing income available to Class A common stockholders by the weighted average number of Class A common shares outstanding during the period. Unvested restricted share-based awards are excluded from the number of Class A common shares outstanding for the basic earnings per share calculation because the shares have not yet been earned by employees. Income available to Class A common stockholders is computed by reducing net income attributable to APAM by earnings (distributed and undistributed) allocated to participating securities, according to their respective rights to participate in those earnings. Unvested share-based awards are participating securities because the awards include non-forfeitable dividend rights during the vesting period. Class B and Class C common shares do not share in profits of APAM and therefore are not reflected in the calculations.

The computation of basic and diluted earnings per share under the two-class method for the three and six months ended June 30, 2017 and 2016 were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
Basic and Diluted Earnings Per Share	2017	2016	2017	2016
Numerator:				
Net income attributable to APAM	$26,632	$ 18,384	$46,427	$ 34,645
Less: Allocation to participating securities	6,339	4,121	9,198	6,878
Net income available to common stockholders	$20,293	$ 14,263	$37,229	$ 27,767
Denominator:				
Weighted average shares outstanding	45,241,10	28,023,586	43,142,01	37,497,268
Earnings per share	$0.45	$ 0.38	$0.86	$ 0.74

Allocation to participating securities in the table above generally represents dividends paid to holders of unvested restricted share-based awards and reduces net income available to common stockholders.

There were no dilutive securities outstanding during the three and six months ended June 30, 2017 and 2016. The Holdings limited partnership units are anti-dilutive primarily due to the impact of public company expenses and unrecognized share-based compensation expense. Unvested restricted share-based awards are considered participating securities and are therefore anti-dilutive. The following table summarizes the weighted-average shares outstanding that are excluded from the calculation of diluted earnings per share because their effect would have been anti-dilutive:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
Anti-Dilutive Weighted Average Shares Outstanding	2017	2016	2017	2016
Holdings limited partnership units	26,080,376	32,725,890	28,133,767	33,233,419
Unvested restricted share-based awards	4,486,196	3,904,554	4,205,581	3,638,178
Total	30,566,572	36,630,444	32,339,348	36,871,597

Note 13. Indemnifications

In the normal course of business, APAM enters into agreements that include indemnities in favor of third parties. Holdings has also agreed to indemnify APAM as its general partner, Artisan Investment Corporation (“AIC”) as its former general partner, the directors and officers of APAM, the directors and officers of AIC as its former general partner, the members of its former Advisory Committee, and its partners, directors, officers, employees and agents. Holdings’ subsidiaries may also have similar agreements to indemnify their respective general partner(s), directors, officers, directors and officers of their general partner(s), partners, members, employees, and agents. The Company’s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against us that have not yet occurred. APAM maintains insurance policies that may provide coverage against certain claims under these indemnities.

Note 14. Related Party Transactions

Several of the current named executive officers of APAM and certain members of APAM’s board (or their affiliates) are limited partners of Holdings. As a result, certain transactions (such as TRA payments) between Artisan and the

limited partners of Holdings are considered to be related party transactions with respect to these persons.

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Affiliate transactions—Artisan Funds

Artisan has an agreement to serve as the investment adviser to Artisan Funds, with which certain Artisan employees are affiliated. Under the terms of the agreement, which generally is reviewed and continued by the board of directors of Artisan Funds annually, a fee is paid to Artisan based on an annual percentage of the average daily net assets of each Artisan Fund ranging from 0.625% to 1.25%. Artisan generally collects revenues related to these services on the last business day of each month and records them in Management Fees in the Consolidated Statement of Operations. Artisan has contractually agreed to waive its management fees or reimburse for expenses incurred to the extent necessary to limit annualized ordinary operating expenses incurred by certain of the Artisan Funds to not more than a fixed percentage (ranging from 0.88% to 1.50%) of a Fund's average daily net assets. In addition, Artisan may voluntarily waive fees or reimburse any of the Artisan Funds for other expenses. The officers and a director of Artisan Funds who are affiliated with Artisan receive no compensation from the funds. Fees for managing the Funds and amounts waived or reimbursed by Artisan for fees and expenses (including management fees) are as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Investment management fees:				
Artisan Funds	$116,200	$115,061	$226,774	$226,236
Fee waiver / expense reimbursement:				
Artisan Funds	$115	$222	$312	$356

Affiliate transactions—Artisan Global Funds

Artisan has an agreement to serve as the investment manager to Artisan Global Funds, with which certain Artisan employees are affiliated. Under the terms of these agreements, a fee is paid based on an annual percentage of the average daily net assets of each fund ranging from 0.75% to 1.75%. Artisan reimburses each sub-fund of Artisan Global Funds to the extent that sub-fund's expenses, not including Artisan's fee, exceed certain levels, which range from 0.10% to 0.20%. In addition, Artisan may voluntarily waive fees or reimburse any of the Artisan Global Funds for other expenses. The directors of Artisan Global Funds who are affiliated with Artisan receive no compensation from the funds. Accounts receivable included $2.1 million and $1.8 million due from Artisan Global Funds as of June 30, 2017 and December 31, 2016, respectively. Fees for managing Artisan Global Funds and amounts reimbursed to Artisan Global Funds by Artisan are as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Investment management fees:				
Artisan Global Funds	$7,706	$3,667	$14,516	$7,292
Fee waiver / expense reimbursement:				
Artisan Global Funds	$54	$172	$70	$260

Affiliate transactions—Privately Offered Funds

Pursuant to written agreements, Artisan serves as the investment manager of certain privately offered investment funds constituting the firm's privately offered strategy. Under the terms of these agreements, Artisan earns a management fee and is entitled to receive an allocation of profits. Artisan made an initial seed investment of $20.0 million in the privately offered investment funds. Certain related parties, including employees, officers and members of the Company's board invested an additional $12.7 million in the funds. These related party investors do not pay a management fee or incentive allocation. In addition, for a period of time following the formation of the privately offered funds, Artisan has agreed to reimburse the funds to the extent that expenses, excluding Artisan's management fee and transaction related costs, exceed 1.00% per annum of the net assets of the funds. Artisan may also voluntarily waive fees or reimburse the funds for other expenses. Expense reimbursements totaled $33 thousand for the three

months ended June 30, 2017.

Note 15. Subsequent Events

Distributions and dividends

On July 27, 2017, APAM, acting as the general partner of Artisan Partners Holdings, declared a distribution by Artisan Partners Holdings of $39.3 million to holders of Artisan Partners Holdings partnership units, including APAM. On the same date, the board of directors of APAM declared a quarterly dividend of $0.60 per share of Class A common stock. The APAM dividend is payable on August 31, 2017, to shareholders of record as of August 17, 2017.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are an investment management firm focused on providing high-value added, active investment strategies to sophisticated clients globally. Our operations are conducted through Artisan Partners Holdings and its subsidiaries. We derive essentially all of our revenues from investment management fees. Nearly all our fees are based on a specified percentage of clients' average assets under our management. We operate our business in a single segment. Our autonomous investment teams manage a broad range of U.S., non-U.S., and global investment strategies that are diversified by asset class, market cap and investment style. Strategies are offered through multiple investment vehicles to accommodate a broad range of client mandates. We expect to launch additional strategies over time through various investment vehicles.

Assets under management within our privately offered strategies are included in the reported firm-wide, separate account, and institutional AUM figures. Management fees and assets under management within our privately offered strategies are excluded from the weighted average fee calculations. Management fees earned on consolidated investment products are excluded from the weighted average fee calculation and from total revenues, since any such revenues are eliminated upon consolidation.

During the June quarter, our AUM increased to $109.4 billion at June 30, 2017, an increase of $5.6 billion, or 5.4%, compared to $103.8 billion at March 31, 2017, as a result of $7.1 billion in market appreciation, partially offset by $1.5 billion of net client cash outflows. Compared to June 30, 2016, AUM increased $14.4 billion, or 15.2%, due to $17.4 billion in market appreciation, partially offset by $3.0 billion of net client cash outflows. Average AUM for the June quarter of 2017 was $107.2 billion, an increase of 6.0% compared to average AUM for the March quarter of 2017 of $101.1 billion and an 11.0% increase from the average of $96.6 billion for the June quarter of 2016.

Revenues were $380.3 million for the six months ended June 30, 2017, a 7% increase from revenues of $355.3 million for the six months ended June 30, 2016. Operating margin was 32.7% for the six months ended June 30, 2017 compared to 32.0% for the six months ended June 30, 2016. Adjusted operating margin was 36.1% for the six months ended June 30, 2017 compared to 36.2% for the six months ended June 30, 2016.

Business highlights for the quarter ended June 30, 2017 included:

- Our investment teams continue to generate strong absolute and relative investment returns for clients and investors. Eight of Artisan's 11 investment strategies with at least a five-year track record have beaten their broad-based benchmark indexes since inception by an average of between 1.56% and 5.44% per year, after management fees. Those eight strategies represented over 90% of our AUM at the end of the second quarter.
- During the quarter, six of our eight investment teams experienced positive net client cash flows. Firm-wide net outflows of $1.5 billion were primarily driven by net outflows from the Non-U.S. Growth and U.S. Mid-Cap Growth strategies.
- Our Thematic team launched its first investment strategy, the Artisan Thematic strategy.
- Our Credit team launched its second investment strategy, which we are offering to clients and investors through a private fund structure.
- We hosted a four-day investment forum, bringing together all of our investment team leaders and representatives of over 100 current and prospective clients, consultants, and intermediary partners.
- We declared and paid dividends of $0.60 per share of Class A common stock.

Organizational Structure

Organizational Structure

On March 12, 2013, Artisan Partners Asset Management Inc. ("APAM") and the intermediary holding company through which APAM conducts its operations, Artisan Partners Holdings LP ("Holdings"), completed a series of transactions ("the IPO Reorganization") to reorganize their capital structures in connection with the initial public offering ("IPO") of APAM's Class A common stock. The IPO Reorganization and IPO were completed on March 12, 2013. The IPO Reorganization was designed to create a capital structure that preserves our ability to conduct our business through Holdings, while permitting us to raise additional capital and provide access to liquidity through a public company. Our employees and other limited partners of Holdings held approximately 34% of the equity interests in Holdings as of June 30, 2017. As a result, our post-IPO results reflect that significant noncontrolling interest.

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2017 Follow-On Offering and Holdings Unit Exchanges

On February 28, 2017, APAM completed an offering of 5,626,517 shares of Class A common stock and utilized all of the proceeds to purchase an aggregate of 5,626,517 common units from certain limited partners of Holdings. In connection with the offering, APAM received 5,626,517 GP units of Holdings.

During the six months ended June 30, 2017, certain limited partners of Holdings exchanged 680,897 common units (along with a corresponding number of shares of Class B or C common stock of APAM) for 680,897 shares of Class A common stock. In connection with the exchanges, APAM received 680,897 GP units of Holdings.

APAM's equity ownership interest in Holdings increased from 57% at December 31, 2016 to 66% at June 30, 2017, as a result of these transactions and other equity transactions during the period.

Tax Impact of IPO Reorganization

In connection with the IPO, APAM entered into two tax receivable agreements ("TRAs"). The first TRA generally provides for the payment by APAM to a private equity fund (the "Pre-H&F Corp Merger Shareholder") of 85% of the applicable cash savings, if any, of U.S. federal, state and local income taxes that APAM actually realizes (or is deemed to realize in certain circumstances) as a result of (i) the tax attributes of the preferred units APAM acquired in the merger of a wholly-owned subsidiary of the Pre-H&F Corp Merger Shareholder into APAM in March 2013, (ii) net operating losses available as a result of the merger and (iii) tax benefits related to imputed interest.

The second TRA generally provides for the payment by APAM to current or former limited partners of Holdings of 85% of the applicable cash savings, if any, of U.S. federal, state and local income taxes that APAM actually realizes (or is deemed to realize in certain circumstances) as a result of (i) certain tax attributes of their partnership units sold to us or exchanged (for shares of Class A common stock, convertible preferred stock or other consideration) and that are created as a result of such sales or exchanges and payments under the TRAs and (ii) tax benefits related to imputed interest. Under both agreements, APAM generally will retain the benefit of the remaining 15% of the applicable tax savings.

The change in the Company's deferred tax assets related to the tax benefits described above and the change in corresponding amounts payable under the TRAs for the six months ended June 30, 2017 is summarized as follows:

	Amounts payable under tax receivable agreements	Deferred Tax Asset - Amortizable basis
	(unaudited; in millions)	
December 31, 2016	$586.2	$ 653.9
2017 Follow-On Offering and Exchanges	106.5	125.2
Amortization	—	(21.0)
Payments under TRA	(22.8)	—
June 30, 2017	$669.9	$ 758.1

Financial Overview

Economic Environment

Global equity market conditions can materially affect our financial performance. During the three and six months ended June 30, 2017, market appreciation increased our AUM by 6.9% and 14.8%, respectively. The following table presents the total returns of relevant market indices for the three and six months ended June 30, 2017 and 2016:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
S&P 500 total returns	3.1%	2.5 %	9.3 %	3.8 %

MSCI All Country World total returns	4.3%	1.0 %	11.5%	1.2 %
MSCI EAFE total returns	6.1%	(1.5)%	13.8%	(4.4)%
Russell Midcap® total returns	2.7%	3.2 %	8.0 %	5.5 %

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Key Performance Indicators

When we review our performance we consider, among other things, the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
	(unaudited; dollars in millions)			
Assets under management at period end	$109,405	$94,959	$109,405	$94,959
Average assets under management [1]	$107,250	$96,623	$104,210	$94,747
Net client cash flows	$(1,522)	$(2,320)	$(1,795)	$(3,659)
Total revenues	$196.2	$180.8	$380.3	$355.3
Weighted average fee [2]	73.4 bps	75.2 bps	73.5 bps	75.3 bps
Operating margin	33.9 %	32.6 %	32.7 %	32.0 %
Adjusted operating margin [3]	37.1 %	36.6 %	36.1 %	36.2 %

[1] We compute average assets under management by averaging day-end assets under management for the applicable period.

[2] We compute our weighted average fee by dividing annualized investment management fees by average assets under management for the applicable period.

[3] Adjusted measures are non-GAAP measures and are explained and reconciled to the comparable GAAP measures in “Supplemental Non-GAAP Financial Information” below.

Because we earn investment management fees based primarily on the value of the assets we manage across a reporting period, we believe that average assets under management for a period is a better metric for understanding changes in our revenues than period end assets under management. The weighted average fee represents annualized investment management fees as a percentage of average assets under management for the applicable period.

We have historically been disciplined about maintaining our rates of fees. Over time, industry-wide fee pressure could cause us to reduce our fees. The decrease in the weighted average fee rate is primarily a result of the shift in the mix of our AUM between our investment strategies and vehicles, primarily the reduction in the proportion of our total assets managed through Artisan Funds.

Assets Under Management and Investment Performance

Changes to our operating results from one period to another are primarily caused by changes in the amount of our assets under management. Changes in the relative composition of our assets under management among our investment strategies and vehicles and the effective fee rates on our products also impact our operating results.

The amount and composition of our assets under management are, and will continue to be, influenced by a variety of factors including, among others:

- investment performance, including fluctuations in both the financial markets and foreign currency exchange rates and the quality of our investment decisions;
- flows of client assets into and out of our various strategies and investment vehicles;
- our decision to close strategies or limit the growth of assets in a strategy or a vehicle when we believe it is in the best interest of our clients; as well as our decision to re-open strategies, in part or entirely;
- our ability to attract and retain qualified investment, management, and marketing and client service professionals;
- industry trends towards products or strategies that we do not offer;
- competitive conditions in the investment management and broader financial services sectors; and
- investor sentiment and confidence.

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The table below sets forth changes in our total AUM:

	For the Three Months Ended June 30,		Period-to-Period	
	2017	2016	$	%
	(unaudited; in millions)			
Beginning assets under management	$103,762	$97,032	$6,730	6.9 %
Gross client cash inflows	4,207	3,711	496	13.4 %
Gross client cash outflows	(5,729)	(6,031)	302	5.0 %
Net client cash flows	(1,522)	(2,320)	798	34.4 %
Market appreciation (depreciation) [1]	7,165	231	6,934	3,001.7 %
Net transfers [2]	—	16	(16)	(100.0)%
Ending assets under management	$109,405	$94,959	$14,446	15.2 %
Average assets under management	$107,250	$96,623	$10,627	11.0 %

[1] Includes the impact of translating the value of assets under management denominated in non-USD currencies into U.S. dollars. The impact was immaterial for the periods presented.

[2] Net transfers represent certain amounts that we have identified as having been transferred out of one investment strategy or investment vehicle and into another strategy or vehicle.

	For the Six Months Ended June 30,		Period-to-Period	
	2017	2016	$	%
	(unaudited; in millions)			
Beginning assets under management	$96,845	$99,848	$(3,003)	(3.0)%
Gross client cash inflows	9,367	8,364	1,003	12.0 %
Gross client cash outflows	(11,162)	(12,023)	861	7.2 %
Net client cash flows	(1,795)	(3,659)	1,864	50.9 %
Market appreciation (depreciation) [1]	14,355	(1,230)	15,585	1,267.1 %
Net transfers [2]	—	—	—	— %
Ending assets under management	$109,405	$94,959	$14,446	15.2 %
Average assets under management	$104,210	$94,747	$9,463	10.0 %

[1] Includes the impact of translating the value of assets under management denominated in non-USD currencies into U.S. dollars. The impact was immaterial for the periods presented.

[2] Net transfers represent certain amounts that we have identified as having been transferred out of one investment strategy or investment vehicle and into another strategy or vehicle.

Across the firm, we experienced total net outflows of $1.5 billion and $1.8 billion during the three and six months ended June 30, 2017, respectively. Our Global Equity team’s Non-U.S. Growth strategy had net outflows of $1.4 billion and $1.9 billion for the three and six months ended June 30, 2017, respectively. Despite strong investment performance in 2017, we expect the Non-U.S. Growth strategy will continue to experience net outflows due to its relative underperformance in 2015 and 2016.

The strategies managed by our Growth team had total net inflows of $76 million for the three months ended June 30, 2017, primarily as a result of $737 million of net inflows for the Global Opportunities strategy partially offset by $574 million of net outflows from the U.S. Mid-Cap Growth strategy. We expect to continue to experience net inflows in

the Global Opportunities strategy, for which there is strong global demand, and net outflows in the U.S. Mid-Cap Growth strategy, in particular from defined contribution plan clients.

During the three and six months ended June 30, 2017, our High Income strategy, which we launched in March 2014, generated net inflows of $77 million and $293 million, respectively, and our Developing World strategy, which launched at the end of June 2015, generated $81 million and $267 million in net inflows, respectively. Our Global Value strategy generated $145 million and $635 million of net inflows during the three and six months ended June 30, 2017, respectively.

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We believe that growth in AUM in an investment strategy requires the availability of attractive investment opportunities relative to the amount of AUM in the strategy at a time when the strategy has a competitive performance track record and there is stable or growing client demand for the strategy or asset class. When we believe that each of these factors is present with respect to an investment strategy, we say we have "realizable capacity" in that strategy. We discuss realizable capacity in general, rather than discussing the capacity of our strategies in precise dollar amounts, because capacity is affected by a number of factors, evolves over time, and is subject to change. We are confident that we have sufficient realizable capacity to continue to thoughtfully grow.

In particular, we believe that we currently have realizable capacity in our Global Opportunities, Global Equity, and High Income strategies, where we believe we are well-positioned to take advantage of client and investor demand. In March 2017, our High Income strategy completed its third year of operations with a strong three-year track record and solid client interest. We believe the High Income strategy has realizable capacity and is positioned well for continued organic growth. Additionally, our Developing World strategy continues to perform well and experience positive inflows, despite having a shorter-term track record.

We monitor the availability of attractive investment opportunities relative to the amount of assets we manage in each of our investment strategies. When appropriate, we will close a strategy to new investors or otherwise take action to slow or restrict its growth, even though our aggregate AUM may be negatively impacted in the short term. We may also re-open a strategy, widely or selectively, to fill available capacity or manage the diversification of our client base in that strategy. We believe that management of our investment capacity protects our ability to manage assets successfully, which protects the interests of our clients and, in the long term, protects our ability to retain client assets and maintain our profit margins.

As of the date of this filing, our Non-U.S. Growth, Non-U.S. Small-Cap Growth, Non-U.S. Value, U.S. Mid-Cap Growth and U.S. Small-Cap Growth strategies are closed to most new investors and client relationships. Our Global Value and Global Opportunities strategies are open across pooled vehicles, but closed to most new separate account clients. We may selectively accept additional separate account clients in those strategies, but we are managing asset flows into those strategies with a bias towards assets from pooled vehicles.

When we close or otherwise restrict the growth of a strategy, we typically continue to allow additional investments in the strategy by existing clients and certain related entities. We may also permit new investments by other eligible investors in our discretion. As a result, during a given period we may have net client cash inflows in a closed strategy. However, when a strategy is closed or its growth is restricted we expect there to be periods of net client cash outflows.

We measure investment performance based upon the results of our "composites", which represent the aggregate performance of all discretionary client accounts, including mutual funds, invested in the same strategy except those accounts with respect to which we believe client-imposed investment restrictions may have a material impact on portfolio construction and those accounts managed in a currency other than U.S. dollars. The results of these excluded accounts, which represented approximately 12% of our assets under management at June 30, 2017, are maintained in separate composites the results of which are not included below.

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The table below sets forth the total AUM for each of our investment teams and strategies as of June 30, 2017, the inception date for each investment composite, and the average annual total returns for each composite (gross of fees) and its respective broad-based benchmark (and style benchmark, if applicable) over a multi-horizon time period as of June 30, 2017. Returns for periods less than one year are not annualized.

Investment Team and Strategy	Inception Date	Strategy AUM (in $MM)	Average Annual Total Returns (gross) (%)					Average Annual Value-Added[1] Since Inception (bps)
			1 YR	3 YR	5 YR	10 YR	Inception	
Global Equity Team								
Non-U.S. Growth Strategy	1/1/1996	$26,083	15.26%	0.94%	9.28%	3.72%	10.29%	550
MSCI EAFE Index			20.27%	1.15%	8.68%	1.02%	4.78%	
Non-U.S. Small-Cap Growth Strategy	1/1/2002	$795	12.50%	0.39%	10.60%	5.05%	13.25%	295
MSCI EAFE Small Cap Index			23.18%	5.59%	12.93%	3.40%	10.29%	
Global Equity Strategy	4/1/2010	$1,316	16.40%	6.24%	13.56%	N/A	11.96%	381
MSCI All Country World Index			18.78%	4.82%	10.54%	N/A	8.15%	
U.S. Value Team								
U.S. Mid-Cap Value Strategy	4/1/1999	$6,701	17.62%	4.92%	12.66%	8.23%	13.40%	405
Russell Midcap® Index			16.48%	7.69%	14.71%	7.66%	9.35%	
Russell Midcap® Value Index			15.93%	7.45%	15.13%	7.23%	10.04%	
Value Equity Strategy	7/1/2005	$1,991	19.72%	6.64%	12.65%	6.43%	8.46%	(1)
Russell 1000® Index			18.03%	9.25%	14.66%	7.28%	8.47%	
Russell 1000® Value Index			15.53%	7.35%	13.93%	5.56%	7.37%	
Growth Team								
U.S. Mid-Cap Growth Strategy	4/1/1997	$13,879	18.30%	7.68%	14.00%	10.01%	15.18%	487
Russell Midcap® Index			16.48%	7.69%	14.71%	7.66%	10.30%	
Russell Midcap® Growth Index			17.05%	7.82%	14.18%	7.87%	8.89%	
U.S. Small-Cap Growth Strategy	4/1/1995	$2,202	21.35%	9.55%	14.29%	8.76%	10.32%	97
Russell 2000® Index			24.60%	7.35%	13.69%	6.91%	9.36%	
Russell 2000® Growth Index			24.40%	7.64%	13.97%	7.81%	7.65%	
Global Opportunities Strategy	2/1/2007	$13,800	25.93%	11.02%	15.44%	9.85%	10.50%	610
MSCI All Country World Index			18.78%	4.82%	10.54%	3.71%	4.40%	
Global Value Team								
Non-U.S. Value Strategy	7/1/2002	$19,855	23.04%	4.52%	13.60%	7.45%	12.80%	650
MSCI EAFE Index			20.27%	1.15%	8.68%	1.02%	6.31%	
Global Value Strategy	7/1/2007	$18,692	23.80%	6.92%	14.45%	8.86%	8.86%	515
MSCI All Country World Index			18.78%	4.82%	10.54%	3.71%	3.71%	
Emerging Markets Team								
Emerging Markets Strategy	7/1/2006	$277	27.10%	5.04%	5.95%	1.86%	5.63%	40
MSCI Emerging Markets Index			23.75%	1.07%	3.95%	1.91%	5.23%	
Credit Team								
High Income Strategy[2]	4/1/2014	$2,273	13.98%	7.74%	N/A	N/A	7.97%	303
BofA Merrill Lynch High Yield Master II Index			12.75%	4.47%	N/A	N/A	4.94%	
Developing World Team								
Developing World Strategy	7/1/2015	$1,496	27.40%	N/A	N/A	N/A	10.54%	623
MSCI Emerging Markets Index			23.75%	N/A	N/A	N/A	4.31%	
Thematic Team								
Thematic Strategy	5/1/2017	$12	N/A	N/A	N/A	N/A	4.14%	210

S&P 500 Market Index	N/A	N/A	N/A	N/A	2.04%
Total Assets Under Management[3]	$109,405				

[1] Value-added is the amount in basis points by which the average annual gross composite return of each of our strategies has outperformed the broad-based market index most commonly used by our clients to compare the performance of the relevant strategy. Value-added for periods less than one year is not annualized.

[2] The Artisan High Income strategy may hold loans and other security types, including securities with lower credit ratings, that may not be included in the BofA Merrill Lynch High Yield Master II Index. At times, this causes material differences in relative performance.

[3] The Total Assets Under Management includes $33 million of AUM managed in a privately offered strategy managed by the Credit Team.

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The tables below set forth changes in our AUM by investment team:

	By Investment Team								
Three Months Ended	Global Equity	U.S. Value	Growth	Global Value	Emerging Markets	Credit	Developing World	Thematic[1]	Total
June 30, 2017	(unaudited; in millions)								
Beginning assets under management	$27,272	$8,927	$27,737	$36,126	$ 258	$2,145	$ 1,297	$ —	$103,762
Gross client cash inflows	655	378	1,470	1,211	3	298	181	11	4,207
Gross client cash outflows	(2,257)	(732)	(1,393)	(1,058)	(1)	(188)	(100)	—	(5,729)
Net client cash flows	(1,602)	(354)	77	153	2	110	81	11	(1,522)
Market appreciation (depreciation)	2,524	119	2,067	2,268	17	51	118	1	7,165
Net transfers[2]	—	—	—	—	—	—	—	—	—
Ending assets under management	$28,194	$8,692	$29,881	$38,547	$ 277	$2,306	$ 1,496	$ 12	$109,405
Average assets under management	$27,874	$8,755	$29,017	$37,694	$ 269	$2,220	$ 1,413	$ 11	$107,250
June 30, 2016									
Beginning assets under management	$30,422	$9,776	$23,877	$30,770	$ 271	$1,343	573	$ —	$97,032
Gross client cash inflows	884	573	726	1,153	2	231	142	—	3,711
Gross client cash outflows	(1,549)	(2,386)	(1,183)	(739)	(68)	(93)	(13)	—	(6,031)
Net client cash flows	(665)	(1,813)	(457)	414	(66)	138	129	—	(2,320)
Market appreciation (depreciation)	(435)	317	740	(502)	8	82	21	—	231
Net transfers[2]	—	—	—	16	—	—	—	—	16
Ending assets under management	$29,322	$8,280	$24,160	$30,698	$ 213	$1,563	723	—	$94,959
Average assets under management	$30,155	$8,895	$24,122	$31,097	$ 215	$1,472	667	$ —	$96,623

[1] For the Thematic team, average assets under management is for the period between April 24, 2017, when the team's strategy began investment operations, and June 30, 2017.

[2] Net transfers represent certain amounts that we have identified as having been transferred out of one investment strategy or investment vehicle and into another strategy or vehicle.

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	By Investment Team								
Six Months Ended	Global Equity	U.S. Value	Growth	Global Value	Emerging Markets	Credit	Developing World	Thematic[1]	Total
June 30, 2017	(unaudited; in millions)								
Beginning assets under management	$25,510	$8,588	$25,714	$33,940	$ 228	$1,878	$ 987	$ —	$96,845
Gross client cash inflows	1,824	1,117	2,623	2,686	7	697	402	11	9,367
Gross client cash outflows	(3,916)	(1,389)	(2,866)	(2,481)	(3)	(372)	(135)	—	(11,162)
Net client cash flows	(2,092)	(272)	(243)	205	4	325	267	11	(1,795)
Market appreciation (depreciation)	4,776	376	4,410	4,402	45	103	242	1	14,355
Net transfers[2]	—	—	—	—	—	—	—	—	—
Ending assets under management	$28,194	$8,692	$29,881	$38,547	$ 277	$2,306	$ 1,496	$ 12	$109,405
Average assets under management	$27,275	$8,769	$28,086	$36,409	$ 258	$2,125	$ 1,285	$ 11	$104,210
June 30, 2016									
Beginning assets under management	$32,434	$10,369	$24,929	$30,182	$ 571	$989	374	$ —	$99,848
Gross client cash inflows	2,111	927	1,955	2,363	3	678	327	—	8,364
Gross client cash outflows	(3,435)	(3,902)	(2,437)	(1,618)	(397)	(206)	(28)	—	(12,023)
Net client cash flows	(1,324)	(2,975)	(482)	745	(394)	472	299	—	(3,659)
Market appreciation (depreciation)	(1,788)	886	(287)	(229)	36	102	50	—	(1,230)
Net transfers[2]	—	—	—	—	—	—	—	—	—
Ending assets under management	$29,322	$8,280	$24,160	$30,698	$ 213	$1,563	723	—	$94,959
Average assets under management	$30,014	$9,193	$23,347	$30,004	$ 357	$1,297	535	$ —	$94,747

[1] For the Thematic team, average assets under management is for the period between April 24, 2017, when the team's strategy began investment operations, and June 30, 2017.

[2] Net transfers represent certain amounts that we have identified as having been transferred out of one investment strategy or investment vehicle and into another strategy or vehicle.

The goal of our marketing, distribution and client services efforts is to establish and maintain a client base that is diversified by investment strategy, investment vehicle and distribution channel. As distribution channels have evolved to have more institutional-like decision making processes and longer-term investment horizons, we have expanded our distribution efforts into those areas.

The table below sets forth our AUM by distribution channel:

	As of June 30, 2017[1]		As of June 30, 2016[1]	
	$ in millions (unaudited)	% of total	$ in millions (unaudited)	% of total
Institutional	$72,934	66.6 %	$61,557	64.8 %
Intermediary	31,472	28.8 %	28,652	30.2 %
Retail	4,999	4.6 %	4,750	5.0 %
Ending Assets Under Management	$109,405	100.0%	$94,959	100.0%

(1) The allocation of AUM by distribution channel involves the use of estimates and the exercise of judgment.
Our institutional channel includes AUM sourced from defined contribution plan clients, which makes up approximately 15% of our total AUM as of June 30, 2017.

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The following tables set forth the changes in our AUM for Artisan Funds, Artisan Global Funds and separate accounts:

Three Months Ended	Artisan Funds & Artisan Global Funds	Separate Accounts	Total
June 30, 2017	(unaudited; in millions)		
Beginning assets under management	$52,555	$51,207	$103,762
Gross client cash inflows	2,828	1,379	4,207
Gross client cash outflows	(4,271)	(1,458)	(5,729)
Net client cash flows	(1,443)	(79)	(1,522)
Market appreciation (depreciation)	3,513	3,652	7,165
Net transfers [1]	(37)	37	—
Ending assets under management	$54,588	$54,817	$109,405
Average assets under management	$53,957	$53,322	$107,250
June 30, 2016			
Beginning assets under management	$52,113	$44,919	$97,032
Gross client cash inflows	2,763	948	3,711
Gross client cash outflows	(4,737)	(1,294)	(6,031)
Net client cash flows	(1,974)	(346)	(2,320)
Market appreciation (depreciation)	162	69	231
Net transfers [1]	(95)	111	16
Ending assets under management	$50,206	$44,753	$94,959
Average assets under management	$51,619	$45,004	$96,623

[1] Net transfers represent certain amounts that we have identified as having been transferred out of one investment strategy or investment vehicle and into another strategy or vehicle.

Six Months Ended	Artisan Funds & Artisan Global Funds	Separate Accounts	Total
June 30, 2017	(unaudited; in millions)		
Beginning assets under management	$49,367	$47,478	$96,845
Gross client cash inflows	6,654	2,714	9,368
Gross client cash outflows	(8,417)	(2,745)	(11,162)
Net client cash flows	(1,763)	(31)	(1,794)
Market appreciation (depreciation)	7,068	7,286	14,354
Net transfers [1]	(84)	84	—
Ending assets under management	$54,588	$54,817	$109,405
Average assets under management	$52,825	$51,415	$104,210
June 30, 2016			
Beginning assets under management	$53,526	$46,322	$99,848
Gross client cash inflows	6,430	1,934	8,364
Gross client cash outflows	(8,958)	(3,065)	(12,023)
Net client cash flows	(2,528)	(1,131)	(3,659)
Market appreciation (depreciation)	(746)	(484)	(1,230)
Net transfers [1]	(46)	46	—

Ending assets under management	$50,206	$44,753	$94,959
Average assets under management	$50,752	$43,995	$94,747

(1) Net transfers represent certain amounts that we have identified as having been transferred out of one investment strategy or investment vehicle and into another strategy or vehicle.

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Results of Operations

Three months ended June 30, 2017, Compared to Three months ended June 30, 2016

	For the Three Months Ended June 30,		For the Period-to-Period		
	2017	2016	$	%	
Statements of operations data:	(unaudited; in millions, except per share data)				
Revenues	$196.2	$ 180.8	$ 15.4	9	%
Operating Expenses					
Total compensation and benefits	102.8	95.2	7.6	8	%
Other operating expenses	26.9	26.7	0.2	1	%
Total operating expenses	129.7	121.9	7.8	6	%
Total operating income	66.5	58.9	7.6	13	%
Non-operating income (loss)					
Interest expense	(2.9)	(2.9)	—	—	%
Other non-operating income	0.2	—	0.2	100	%
Total non-operating income (loss)	(2.7)	(2.9)	0.2	7	%
Income before income taxes	63.8	56.0	7.8	14	%
Provision for income taxes	15.0	12.7	2.3	18	%
Net income before noncontrolling interests	48.8	43.3	5.5	13	%
Less: Noncontrolling interests - Artisan Partners Holdings	22.2	25.0	(2.8)	(11)	%
Less: Noncontrolling interests - consolidated investment products	—	—	—		
Net income attributable to Artisan Partners Asset Management Inc.	$26.6	$ 18.3	$ 8.3	45	%
Per Share Data					
Net income available to Class A common stock per basic and diluted share	$0.45	$ 0.38			
Weighted average basic and diluted shares of Class A common stock outstanding	45,241,102	48,023,586			

Revenues

Essentially all of our revenues consist of investment management fees earned from managing clients' assets. Our investment management fees fluctuate based on a number of factors, including the total value of our AUM, the composition of AUM among investment vehicles and our investment strategies, changes in the investment management fee rates on our products, the extent to which we enter into fee arrangements that differ from our standard fee schedules, which can be affected by custom and the competitive landscape in the relevant market, and for the few accounts on which we earn performance-based fees, the investment performance of those accounts relative to their designated benchmarks.

The increase in revenues of $15.4 million, or 9%, for the three months ended June 30, 2017, compared to the three months ended June 30, 2016, was driven primarily by a $10.6 billion, or 11%, increase in our average AUM. The increase was partially offset by the decline in our weighted average investment management fee from 75.2 basis points for the three months ended June 30, 2016 to 73.4 basis points for the three months ended June 30, 2017. The decrease in the weighted average fee rate is primarily the result of a shift in the mix of our AUM between our investment strategies and vehicles, primarily a reduction in the proportion of our total assets managed through Artisan Funds.

The following table sets forth the weighted average fee and composition of revenue and AUM by investment vehicle:

	Separate Accounts		Artisan Funds and Artisan Global Funds	
For the Three Months Ended June 30,	2017	2016	2017	2016
	(unaudited; dollars in millions)			

Investment management fees	$72.3	$62.0	$123.9	$118.8
	54.4	55.3	92.1	92.5
Weighted average fee	basis points	basis points	basis points	basis points
Percentage of ending AUM	50 %	47 %	50 %	53 %

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Separate account AUM consists of the assets we manage in or through vehicles other than Artisan Funds or Artisan Global Funds. Separate account AUM includes assets we manage in traditional separate accounts, as well as assets we manage in Artisan-branded collective investment trusts, in funds (both public and private) that we sub-advise, and in our own privately offered funds.

Operating Expenses

The increase in total operating expenses of $7.8 million for the three months ended June 30, 2017, compared to the three months ended June 30, 2016, was a result of higher incentive compensation expense due to increased revenues, increased post-IPO equity compensation expense, an increase in the number of full-time employees, and costs incurred related to our eighth investment team founded in the fourth quarter of 2016. These increases were partially offset by decreases in third-party intermediary and pre-offering related equity compensation expenses.

Compensation and Benefits

	For the Three Months Ended June 30,		Period-to-Period	
	2017	2016	$	%
	(unaudited; in millions)			
Salaries, incentive compensation and benefits [1]	$84.1	$77.2	$ 6.9	9 %
Restricted share-based award compensation expense	12.3	10.8	1.5	14 %
Total salaries, incentive compensation and benefits	96.4	88.0	8.4	10 %
Pre-offering related compensation - share-based awards	6.4	7.2	(0.8)	(11)%
Total compensation and benefits	$102.8	$95.2	$ 7.6	8 %

[1] Excluding restricted share-based award compensation expense

The increase in salaries, incentive compensation, and benefits was driven primarily by a $4.8 million increase in incentive compensation paid to our investment and marketing professionals as a result of the increase in revenue and average AUM. The remaining increase is primarily due to costs associated with our eighth investment team, which was founded in the fourth quarter of 2016.

Restricted share-based award compensation expense increased $1.5 million primarily as a result of our January 2017 grant of 1,267,250 restricted stock awards and 1,250 restricted stock units of Class A common stock to certain of our employees. Total compensation expense associated with the 2017 grants is expected to be approximately $35.9 million.

Pre-offering related compensation expense, which consists of the amortization expense on pre-offering Class B awards, decreased $0.8 million as certain awards became fully vested during 2016 and 2017. As of July 1, 2017, all Class B awards were fully vested.

Total salaries, incentive compensation and benefits was 49% of our revenues for the three months ended June 30, 2017, and 2016.

Other operating expenses

Other operating expenses increased $0.2 million for the three months ended June 30, 2017, compared to the three months ended June 30, 2016, primarily due to an increase in general and administrative expenses, which can fluctuate from period to period.

The increases were partially offset by a $1.2 million decrease in distribution, servicing and marketing expenses as a result of a decrease in third-party intermediary payments due to lower AUM sourced through third-party intermediaries (across all channels) that charge a fee for administrative and distribution services, a portion of which is borne by Artisan.

Provision for Income Taxes

The provision for income taxes primarily represents APAM’s U.S. federal, state and local income taxes on its allocable portion of Holdings’ income, as well as foreign income taxes payable by Holdings’ subsidiaries. APAM’s effective income tax rate for the three months ended June 30, 2017 and 2016, was 23.4% and 22.5%, respectively. Several

factors contribute to the effective tax rate, including a rate benefit attributable to the fact that approximately 38% and 46% of Holdings' full year projected taxable earnings were not subject to corporate-level taxes for the three months ended June 30, 2017 and 2016, respectively. Thus, income before income taxes includes amounts that are attributable to noncontrolling interests and not taxable to APAM and its subsidiaries, which reduces the effective tax rate. The effective tax rate in both periods was also lower due to dividends paid on unvested share-based awards, net of higher tax expense related to the vesting of restricted share-based awards. These favorable impacts were partially offset by the impact of certain permanent items, primarily attributable to pre-IPO share-based compensation expenses, that are not deductible for tax purposes. These factors are expected to continue to impact the effective tax rate for future years, although as APAM's equity ownership in Holdings increases, the effective tax rate will likewise increase as more income will be subject to corporate-level taxes. Pre-IPO share-based compensation expenses and the related impact to the effective tax rate no longer exist after the awards were fully vested on July 1, 2017.

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Earnings Per Share

Weighted average basic and diluted shares of Class A common stock outstanding were higher for the three months ended June 30, 2017, compared to the three months ended June 30, 2016, as a result of the 2017 Follow-On Offering, Holdings unit exchanges, and equity award grants. See Note 12, “Earnings Per Share” in the Notes to the Unaudited Consolidated Financial Statements for further discussion of earnings per share.

Six months ended June 30, 2017, Compared to Six months ended June 30, 2016

	For the Six Months Ended June 30,		Period-to-Period	
	2017	2016	$	%
Statements of operations data:	(unaudited; in millions, except per share data)			
Revenues	$380.3	$ 355.3	$ 25.0	7 %
Operating Expenses				
Total compensation and benefits	202.4	190.5	11.9	6 %
Other operating expenses	53.4	51.1	2.3	5 %
Total operating expenses	255.8	241.6	14.2	6 %
Total operating income	124.5	113.7	10.8	9 %
Non-operating income (loss)				
Interest expense	(5.8)	(5.8)	—	— %
Other non-operating income	0.4	—	0.4	— %
Total non-operating income (loss)	(5.4)	(5.8)	0.4	7 %
Income before income taxes	119.1	107.9	11.2	10 %
Provision for income taxes	27.7	24.2	3.5	14 %
Net income before noncontrolling interests	91.4	83.7	7.7	9 %
Less: Noncontrolling interests - Artisan Partners Holdings	45.0	49.1	(4.1)	(8)%
Less: Noncontrolling interests - consolidated investment products	—	—	—	— %
Net income attributable to Artisan Partners Asset Management Inc.	$46.4	$ 34.6	$ 11.8	34 %
Per Share Data				
Basic and diluted earnings per share - Class A common shares	$0.86	$ 0.74		
Weighted average shares of Class A common stock outstanding	43,142,0	47,497,268		

Revenues

The increase in revenues of $25.0 million, or 7%, for the six months ended June 30, 2017, compared to the six months ended June 30, 2016, was driven primarily by a $9.5 billion, or 10%, increase in our average AUM.

Our weighted average investment management fee rate was 73.5 basis points for the six months ended June 30, 2017, compared to 75.3 basis points for the six months ended June 30, 2016. The following table sets forth the weighted average fee (which reflects the additional services we provide to pooled vehicles) and composition of revenue and AUM by investment vehicle:

	Separate Accounts		Artisan Funds and Artisan Global Funds	
For the Six Months Ended June 30,	2017	2016	2017	2016
	(unaudited; dollars in millions)			
Investment management fees	$139.0	$121.8	$241.3	$233.5
Weighted average fee	54.4 basis points	55.5 basis points	92.1 basis points	92.5 basis points
Percentage of ending AUM	50 %	47 %	50 %	53 %

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Operating Expenses

The increase in total operating expenses of $14.2 million for the six months ended June 30, 2017, compared to the six months ended June 30, 2016, was a result of higher incentive compensation expense due to increased revenues, an increase in the number of full-time employees, costs incurred related to our eighth investment team founded in the fourth quarter of 2016, increases in general and administrative and technology expenses, and increased post-IPO equity compensation expense. These increases were partially offset by decreases in third-party intermediary and pre-offering related equity compensation expenses.

Compensation and Benefits

	For the Six Months Ended June 30,		Period-to-Period	
	2017	2016	$	%
	(unaudited; in millions)			
Salaries, incentive compensation and benefits [1]	$165.6	$154.3	$ 11.3	7 %
Restricted share-based award compensation expense	24.1	21.2	2.9	14 %
Total salaries, incentive compensation and benefits	189.7	175.5	14.2	8 %
Pre-offering related compensation - share-based awards	12.7	15.0	(2.3)	(15)%
Total compensation and benefits	$202.4	$190.5	$ 11.9	6 %

[1] Excluding share-based compensation

The increase in salaries, incentive compensation, and benefits was driven primarily by a $7.2 million increase in incentive compensation paid to our investment and marketing professionals as a result of higher investment management fee revenue. The remaining increase is primarily due to costs associated with our eighth investment team.

Restricted share-based award compensation expense increased $2.9 million primarily as a result of restricted share-based awards granted in January 2017.

Pre-offering related compensation expense, which consists of the amortization expense on pre-offering Class B awards decreased $2.3 million, as certain awards became fully vested during 2016 and 2017. As of July 1, 2017, all Class B awards were fully vested.

Total salaries, incentive compensation and benefits was 50% and 49% of our revenues for the six months ended June 30, 2017, and 2016, respectively.

Other operating expenses

Other operating expenses increased $2.3 million for the six months ended June 30, 2017 compared to the six months ended June 30, 2016, primarily due to a $2.1 million increase in general and administrative expenses, which can fluctuate from period to period, and a $1.3 million increase in communication and technology expenses as a result of increased information subscriptions and market data costs related to firm initiatives.

The increases were partially offset by a $1.9 million decrease in distribution, servicing and marketing expenses as a result of a decrease in third-party intermediary expenses due to lower AUM sourced through third-party intermediaries (across all channels) that charge a fee for administrative and distribution services, a portion of which is borne by Artisan.

Provision for Income Taxes

The provision for income taxes primarily represents APAM's U.S. federal, state and local income taxes on its allocable portion of Holdings' income, as well as foreign income taxes payable by Holdings' subsidiaries. APAM's effective income tax rate for the six months ended June 30, 2017 and 2016, was 23.3% and 22.4%, respectively. Several factors contribute to the effective tax rate, including a rate benefit attributable to the fact that approximately 38% and 46% of Holdings' full year projected taxable earnings were not subject to corporate-level taxes for the six months ended June 30, 2017 and 2016, respectively. Thus, income before income taxes includes amounts that are attributable to noncontrolling interests and not taxable to APAM and its subsidiaries, which reduces the effective tax rate. The effective tax rate in both periods was also lower due to dividends paid on unvested share-based awards, net of higher tax expense related to the vesting of restricted share-based awards. These favorable impacts were partially offset by

the impact of certain permanent items, primarily attributable to pre-IPO share-based compensation expenses, that are not deductible for tax purposes. These factors are expected to continue to impact the effective tax rate for future years, although as APAM's equity ownership in Holdings increases, the effective tax rate will likewise increase as more income will be subject to corporate-level taxes. Pre-IPO share-based compensation expenses and the related impact to the effective tax rate no longer exist after the awards were fully vested on July 1, 2017.

Earnings Per Share

Weighted average basic and diluted shares of Class A common stock outstanding were higher for the six months ended June 30, 2017, compared to the six months ended June 30, 2016, as a result of stock offerings, unit exchanges, and equity award grants. See Note 12, "Earnings Per Share" in the Notes to the Unaudited Consolidated Financial Statements for further discussion of earnings per share.

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Supplemental Non-GAAP Financial Information

Our management uses non-GAAP measures (referred to as "adjusted" measures) of net income and operating income to evaluate the profitability and efficiency of the underlying operations of our business and as a factor when considering net income available for distributions and dividends. These adjusted measures remove the impact of (1) pre-offering related compensation and (2) net gain (loss) on the tax receivable agreements (if any). These adjustments also remove the non-operational complexities of our structure by adding back non-controlling interests and assuming all income of Artisan Partners Holdings is allocated to APAM. Management believes these non-GAAP measures provide more meaningful information to analyze our profitability and efficiency between periods and over time. We have included these non-GAAP measures to provide investors with the same financial metrics used by management to manage the company.

Non-GAAP measures should be considered in addition to, and not as a substitute for, financial measures prepared in accordance with GAAP. Our non-GAAP measures may differ from similar measures used by other companies, even if similar terms are used to identify such measures. Our non-GAAP measures are as follows:

- Adjusted net income represents net income excluding the impact of (1) pre-offering related compensation and (2) net gain (loss) on the tax receivable agreements (if any). Adjusted net income also reflects income taxes assuming the vesting of all unvested Class A share-based awards and as if all outstanding limited partnership units of Artisan Partners Holdings had been exchanged for Class A common stock of APAM on a one-for-one basis. Assuming full vesting and exchange, all income of Artisan Partners Holdings is treated as if it were allocated to APAM, and the adjusted provision for income taxes represents an estimate of income tax expense at an effective rate reflecting assumed federal, state, and local income taxes. The estimated adjusted effective tax rate was 37.0% for the periods presented.
- Adjusted net income per adjusted share is calculated by dividing adjusted net income by adjusted shares. The number of adjusted shares is derived by assuming the vesting of all unvested Class A share-based awards and the exchange of all outstanding limited partnership units of Artisan Partners Holdings for Class A common stock of APAM on a one-for-one basis.
- Adjusted operating income represents the operating income of the consolidated company excluding pre-offering related compensation.
- Adjusted operating margin is calculated by dividing adjusted operating income by total revenues.
- Adjusted EBITDA represents adjusted net income before taxes, interest expense and depreciation and amortization, adjusted to exclude the impact of net income attributable to non-controlling interests, pre-offering related compensation and net gain (loss) on the tax receivable agreements (if any).

Pre-offering related compensation includes the amortization of unvested Class B common units of Artisan Partners Holdings that were granted before and were unvested at our IPO, which closed on March 12, 2013. As of July 1, 2017, all Class B common units of Artisan Partners Holdings are vested.

Net gain (loss) on the tax receivable agreements represents the income (expense) associated with the change in estimate of amounts payable under the tax receivable agreements entered into in connection with APAM's initial public offering and related reorganization.

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The following table sets forth, for the periods indicated, a reconciliation from GAAP financial measures to non-GAAP measures:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
	(unaudited; in millions, except per share data)			
Reconciliation of non-GAAP financial measures:				
Net income attributable to Artisan Partners Asset Management Inc. (GAAP)	$26.6	$18.3	$46.4	$34.6
Add back: Net income attributable to noncontrolling interests - Artisan Partners Holdings	22.2	25.0	45.0	49.1
Add back: Provision for income taxes	15.0	12.7	27.7	24.2
Add back: Pre-offering related compensation - share-based awards	6.4	7.2	12.7	15.0
Add back: Net (gain) loss on the tax receivable agreements	—	—	—	—
Less: Adjusted provision for income taxes	25.9	23.4	48.7	45.5
Adjusted net income (Non-GAAP)	$44.3	$39.8	$83.1	$77.4
Average shares outstanding				
Class A common shares	45.2	38.0	43.1	37.5
Assumed vesting or exchange of:				
Unvested Class A restricted share-based awards	4.5	3.9	4.2	3.6
Artisan Partners Holdings units outstanding (noncontrolling interest)	26.1	32.8	28.2	33.3
Adjusted shares	75.8	74.7	75.5	74.4
Basic and diluted earnings per share (GAAP)	$0.45	$0.38	$0.86	$0.74
Adjusted net income per adjusted share (Non-GAAP)	$0.58	$0.53	$1.10	$1.04
Operating income (GAAP)	$66.5	$58.9	$124.5	$113.7
Add back: Pre-offering related compensation - share-based awards	6.4	7.2	12.7	15.0
Adjusted operating income (Non-GAAP)	$72.9	$66.1	$137.2	$128.7
Operating margin (GAAP)	33.9 %	32.6 %	32.7 %	32.0 %
Adjusted operating margin (Non-GAAP)	37.1 %	36.6 %	36.1 %	36.2 %
Net income attributable to Artisan Partners Asset Management Inc. (GAAP)	$26.6	$18.3	$46.4	$34.6
Add back: Net income attributable to noncontrolling interests - Artisan Partners Holdings	22.2	25.0	45.0	49.1
Add back: Pre-offering related compensation - share-based awards	6.4	7.2	12.7	15.0
Add back: Net (gain) loss on the tax receivable agreements	—	—	—	—
Add back: Interest expense	2.9	2.9	5.8	5.8
Add back: Provision for income taxes	15.0	12.7	27.7	24.2
Add back: Depreciation and amortization	1.2	1.2	2.5	2.4
Adjusted EBITDA (Non-GAAP)	$74.3	$67.3	$140.1	$131.1

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Liquidity and Capital Resources

Our working capital needs, including accrued incentive compensation payments, have been and are expected to be met primarily through cash generated by our operations. The assets and liabilities of consolidated investment products attributable to third-party investors do not impact our liquidity and capital resources. We have no right to the benefits from, nor do we bear the risks associated with, the assets and liabilities of consolidated investment products, beyond our direct equity investment and any investment management fees and incentive allocations earned. Accordingly, assets and liabilities attributable to consolidated investment products are excluded from the amounts and discussions below. The following table shows our liquidity position as of June 30, 2017, and December 31, 2016.

	June 30, 2017	December 31, 2016
	(unaudited; in millions)	
Cash and cash equivalents	$190.3	$ 156.8
Accounts receivable	$67.7	$ 59.7
Undrawn commitment on revolving credit facility	$100.0	$ 100.0

We manage our cash balances in order to fund our day-to-day operations. Accounts receivable primarily represent investment management fees that have been earned, but not yet received from our clients. We perform a review of our receivables on a monthly basis to assess collectability. As of June 30, 2017, none of our receivables were considered uncollectable.

In August 2012, we issued $200.0 million in unsecured notes and entered into the $100.0 million five-year revolving credit facility. The notes are comprised of three series, each with a balloon payment at maturity. The fixed interest rate on each series of unsecured notes is subject to a 100 basis point increase in the event Holdings receives a below-investment grade rating and any such increase will continue to apply until an investment grade rating is received. The $100.0 million revolving credit facility was unused as of and for the six months ended June 30, 2017. These borrowings contain various restrictive covenants. Our failure to comply with any of the covenants could result in an event of default under the agreements, giving our lenders the ability to accelerate repayment of our obligations. We were in compliance with all debt covenants as of June 30, 2017.

Unsecured notes of $60 million will mature, and the $100 million revolving credit facility is scheduled to terminate, on August 17, 2017. We have obtained commitments to refinance the $60 million of notes coming due and extend the revolving credit facility, in both cases subject to standard closing conditions.

Distributions and Dividends

Artisan Partners Holdings' distributions, including distributions to APAM for the three and six months ended June 30, 2017 and 2016, were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
	(unaudited, in millions)			
Holdings Partnership Distributions to Limited Partners	$38.2	$43.1	$54.8	$62.4
Holdings Partnership Distributions to APAM	$61.9	$50.8	$83.5	$73.2
Total Holdings Partnership Distributions	$100.1	$93.9	$138.3	$135.6

On July 27, 2017, we, acting as the general partner of Artisan Partners Holdings, declared a distribution of $39.3 million, payable by Artisan Partners Holdings to holders of its partnership units, including us.

APAM declared and paid the following dividends per share during the three and six months ended June 30, 2017 and 2016:

Type of Dividend Class of Stock

		For the Three Months Ended June 30,		For the Six Months Ended June 30,	
		2017	2016	2017	2016
Quarterly	Class A Common	$0.60	$0.60	$1.20	$1.20
Special Annual	Class A Common	$—	$—	$0.36	$0.40

On July 27, 2017, our board declared a quarterly dividend of $0.60 per share of Class A common stock payable on August 31, 2017 to shareholders of record as of August 17, 2017.

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Subject to board approval each quarter, we currently expect to pay a quarterly dividend of $0.60 per share of Class A common stock during 2017. After the end of the year, our board expects to consider paying a special dividend that will take into consideration our annual adjusted earnings, business conditions and the amount of cash we want to retain at that time. Although we expect to pay dividends according to our dividend policy, we may not pay dividends according to our policy or at all.

Tax Receivable Agreements ("TRAs")

In addition to funding our normal operations, we will be required to fund amounts payable under the TRAs that we entered into in connection with the IPO, which resulted in the recognition of a $669.9 million liability as of June 30, 2017. The liability generally represents 85% of the tax benefits APAM expects to realize as a result of the merger of an entity into APAM as part of the IPO Reorganization, our purchase of partnership units from limited partners of Holdings and the exchange of partnership units (for shares of Class A common stock or other consideration). The estimated liability assumes no material changes in the relevant tax law and that APAM earns sufficient taxable income to realize all tax benefits subject to the TRAs. An increase or decrease in future tax rates will increase or decrease, respectively, the expected tax benefits APAM would realize and the amounts payable under the TRAs. Changes in the estimate of expected tax benefits APAM would realize and the amounts payable under the TRAs as a result of change in tax rates would be recorded in net income.

The liability will increase upon future purchases or exchanges of limited partnership units with the increase representing amounts payable under the TRAs equal to 85% of the estimated future tax benefits, if any, resulting from such purchases or exchanges. We intend to fund the payment of amounts due under the TRAs out of the reduced tax payments that APAM realizes in respect of the tax attributes to which the TRAs relate.

The actual increase in tax basis, as well as the amount and timing of any payments under these agreements, will vary depending upon a number of factors, including the timing of sales or exchanges by the holders of limited partnership units, the price of the Class A common stock at the time of such sales or exchanges, whether such sales or exchanges are taxable, the amount and timing of the taxable income APAM generates in the future and the tax rate then applicable and the portion of APAM's payments under the TRAs constituting imputed interest or depreciable basis or amortizable basis. In certain cases, payments under the TRAs may be accelerated and/or significantly exceed the actual benefits we realize in respect of the tax attributes subject to the TRAs. In such cases, we intend to fund those payments with cash on hand, although we may have to borrow funds depending on the amount and timing of the payments. We expect to make total payments of approximately $30 million in 2017 related to the TRAs, $22.8 million of which we paid in April 2017.

Cash Flows

	For the Six Months Ended June 30,	
	2017	2016
	(unaudited; in millions)	
Cash as of January 1	$156.8	$166.2
Net cash provided by operating activities	169.4	184.1
Net cash provided by (used in) investing activities	0.8	(3.9)
Net cash used in financing activities	(136.7)	(148.6)
Cash as of June 30	$190.3	$197.8

Operating activities provided net cash of $169.4 million and $184.1 million for the six months ended June 30, 2017 and 2016, respectively. The $14.7 million decrease in cash provided by operating activities was primarily due to $32.7 million of net operating cash flows used by consolidated investment products, partially offset by increased revenues and operating income resulting from an increase in average AUM. For the six months ended June 30, 2017, compared to the six months ended June 30, 2016, our operating income, excluding share-based and pre-offering related compensation expenses, increased $11.4 million.

Investing activities consist primarily of acquiring and selling property and equipment, leasehold improvements and the purchase and sale of available-for-sale securities. Investing activities generated net cash of $0.8 million and used net cash of $3.9 million for the six months ended June 30, 2017 and 2016, respectively. The $4.7 million increase in net cash provided by investing activities was primarily due to $3.1 million of net sales of investment securities and a $1.6 million decrease in acquisition of property and equipment and leasehold improvements during the six months ended June 30, 2017.

Financing activities consist primarily of partnership distributions to non-controlling interests, dividend payments to holders of our Class A common stock, proceeds from the issuance of Class A common stock in follow-on offerings, and payments to purchase Holdings partnership units. Financing activities used net cash of $136.7 million and $148.6 million for the six months ended June 30, 2017 and 2016, respectively. The $11.9 million decrease in net cash used by financing activities was primarily the result of $12.7 million of contributions from non-controlling interests in our consolidated investment products, and a $7.7 million decrease in distributions to limited partners, partially offset by a $5.7 million increase in dividends paid.

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Certain Contractual Obligations

As of June 30, 2017, there have been no material changes to our contractual obligations outside the ordinary course of business from those listed in the "Certain Contractual Obligations" table and related notes to the table in our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 21, 2017, except for increases in the TRA liability. As previously discussed in this report, the TRA liability increased from $586.2 million at December 31, 2016, to $669.9 million at June 30, 2017. Amounts payable under the TRAs will increase upon exchanges of Holdings units for our Class A common stock or sales of Holdings units to us, with the increase representing 85% of the estimated future tax benefits, if any, resulting from such exchanges or sales. The actual amount and timing of payments associated with our existing payable under the TRAs or future exchanges or sales, and associated tax benefits, will vary depending upon a number of factors as described under "Liquidity and Capital Resources." As a result, the timing of payments by period is currently unknown. We expect to make total payments of approximately $30 million in 2017 related to the TRAs, $22.8 million of which we paid in April 2017.

Off-Balance Sheet Arrangements

As of June 30, 2017, we did not have any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, results of operations, liquidity or capital resources.

Critical Accounting Policies and Estimates

There have been no updates to our critical accounting policies from those disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K for the year ended December 31, 2016.

New or Revised Accounting Standards

See Part I, Item 1, Unaudited Consolidated Financial Statements - Note 2, "Summary of Significant Accounting Policies."

Item 3. Qualitative and Quantitative Disclosures Regarding Market Risk

There have been no material changes in our Quantitative and Qualitative Disclosures Regarding Market Risk from those previously reported in our Form 10-K for the year ended December 31, 2016.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow for timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) at June 30, 2017. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2017, that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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Part II — Other Information

Item 1. Legal Proceedings

In the normal course of business, we may be subject to various legal and administrative proceedings. Currently, there are no legal or administrative proceedings that management believes may have a material effect on our consolidated financial position, cash flows or results of operations.

Item 1A. Risk Factors

For a discussion of our potential risks and uncertainties, see the information under the heading “Risk Factors” in our latest annual report on Form 10-K, which is accessible on the SEC’s website at www.sec.gov.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

As described in Note 8, “Stockholders’ Equity”, to the Unaudited Consolidated Financial Statements included in Part I of this report, upon termination of employment with Artisan, an employee-partner’s unvested Class B common units are forfeited. Generally, the employee-partner’s vested Class B common units are exchanged for Class E common units; the employee-partner’s shares of APAM Class B common stock are canceled; and APAM issues the former employee-partner a number of shares of APAM Class C common stock equal to the former employee-partner’s number of Class E common units. Class E common units are exchangeable for Class A common stock subject to the same restrictions and limitations on exchange applicable to the other common units of Holdings. There were no such issuances during the three months ended June 30, 2017.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
31.1	Certification of the Company’s Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Company’s Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Company’s Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Company’s Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following Extensible Business Reporting Language (XBRL) documents are collectively included herewith as Exhibit 101: (i) the Unaudited Condensed Consolidated Statements of Financial Condition as of June 30, 2017 and December 31, 2016; (ii) the Unaudited Consolidated Statements of Operations for the three and six months ended June 30, 2017 and 2016; (iii) the Unaudited Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2017 and 2016; (iv) the Unaudited Consolidated Statements of Changes in Stockholders’ Equity for the six months ended June 30, 2017 and 2016; (v) the Unaudited Consolidated Statements of Cash Flows for the six months ended June 30, 2017 and 2016 (vi) the Notes to Unaudited Consolidated Financial Statements as of and for the three months ended June 30, 2017 and 2016

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Artisan Partners Asset Management Inc.

Dated: August 2, 2017
By:
/s/ Eric R. Colson
Eric R. Colson
President, Chief Executive Officer and Chairman of the Board
(principal executive officer)

/s/ Charles J. Daley, Jr.
Charles J. Daley, Jr.
Executive Vice President, Chief Financial Officer and Treasurer
(principal financial and accounting officer)