

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 29, 2017

OM Asset Management plc

(Exact name of registrant as specified in its charter)

England and Wales

(State or other jurisdiction
of incorporation)

001-36683

(Commission File Number)

98-1179929

(IRS Employer
Identification Number)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

OM Asset Management plc (the “Company”) has announced the integration of the Company’s Global Distribution function within its Affiliate Management team to enable closer connectivity among the Company’s product development, research, capital allocation and distribution capabilities. Accordingly, the Company and Linda T. Gibson, Executive Vice President and Head of Global Distribution have agreed on a mutual separation of Ms. Gibson from her employment with the Company, effective December 31, 2017.

In connection with the cessation of her employment, Ms. Gibson and the Company entered into a Separation Agreement, dated November 29, 2017 (the “Separation Agreement”). Under the terms of the Separation Agreement and in consideration of a general waiver and release of claims, Ms. Gibson will receive severance consistent with the terms of her severance arrangement and employment agreement, the details of which were disclosed in the Compensation Discussion and Analysis section of the Company’s 2017 Proxy Statement, filed with the Securities and Exchange Commission on April 3, 2017.

Ms. Gibson is subject to non-compete covenants for the six-month period following the termination date. In addition, Ms. Gibson is subject to a non-solicitation of employees covenant and a non-interference covenant during the six-month period following the termination date, and for a period of one year after expiration of such six month period.

Should Ms. Gibson breach these restrictive covenants, any cash bonus is subject to malus and clawback provisions in the discretion of the Compensation Committee of the Company’s Board of Directors.

ITEM 7.01 **Regulation FD Disclosure.**

On November 29, 2017, the Company issued a press release announcing the integration of the Company’s Global Distribution and Affiliate Management functions, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

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

ITEM 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by the Company on November 29, 2017

SIGNATURE

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

Date: November 29, 2017

OM ASSET MANAGEMENT PLC

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

EXHIBIT INDEX

Exhibit No.

Description

99.1

[Press Release issued by the Company on November 29, 2017](#)

Contact:
Brett Perryman
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(617) 369-7300



OMAM Announces Alignment of Global Distribution with Affiliate Management to Support Next Leg of Growth

London - November 29, 2017 - OM Asset Management plc (NYSE: OMAM) announced today that, effective December 31, 2017, its Global Distribution efforts will be further aligned with Affiliate Management by combining the functions.

“Given the stability of the Global Distribution team, its proven success, and its meaningful contribution to our economic results, it is important going forward to more closely align the team with the management of our Affiliates. A merger of the two teams enables closer connectivity among research, product development, capital allocation, seeding and distribution, resulting in a stronger complementary Global Distribution offering to our Affiliates and the end client,” said Linda Gibson, Executive Vice President and Head of Global Distribution of OMAM and Chief Executive Officer and Director of OMAM International.

In relation to this change, Ms. Gibson will resign from her positions. “Linda Gibson has been the principal architect of our Global Distribution strategy, from its conception to development and rigorous and successful execution. Under Linda’s direction since inception in 2012, the Global Distribution team members have raised over \$13 billion to date. Her leadership in collaborating with our Affiliates around the globe has added a crucial dimension to OMAM’s differentiated multi-boutique approach,” said Jim Ritchie, Interim CEO and Chairman of the Board of OMAM.

Aidan Riordan, Executive Vice President and Head of Affiliate Management, will assume responsibility for the Global Distribution team. Olivier Lebleu, Head of International Business, and Brian Carroll, Head of North American Distribution, will report directly to Mr. Riordan.

“I am very pleased with what the team has accomplished and I know I leave the company with a firmly established, strong Global Distribution footprint,” said Ms. Gibson. “It has been a genuine privilege to work with such talented professionals.”

Since joining OMAM in 2000, Ms. Gibson has served in a number of executive capacities, including interim CEO, Chief Operating Officer, and General Counsel. “On behalf of the Board, I thank Linda for everything she has done during her remarkable tenure at OMAM,” said Mr. Ritchie. “We are also fortunate to have such a strong executive in Aidan heading up Affiliate Management, as we believe integrating the Global Distribution team into the Affiliate Management function further strengthens our unique business model.”

About OMAM

OMAM is a global, multi-boutique asset management company with \$235.9 billion of assets under management as of September 30, 2017. On November 17, 2017, OMAM executed a binding agreement with Heitman, pursuant to which OMAM’s ownership interest in Heitman will be redeemed for \$110 million, therefore,

¹ On November 17, 2017, OMAM executed a binding agreement with Heitman, pursuant to which OMAM’s ownership interest in Heitman will be redeemed for \$110 million, therefore, Heitman AUM has been removed.

Contact:

Brett Perryman
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(617) 369-7300



Heitman AUM has been removed. Its diverse Affiliates offer leading, alpha generating investment products to investors around the world. OMAM's partnership approach, which includes equity ownership at the Affiliate level and a profit sharing relationship between OMAM and its Affiliates, aligns the interests of the Company and its Affiliates to work collaboratively in accelerating their growth. OMAM's business model combines the investment talent, entrepreneurialism, focus and creativity of leading asset management boutiques with the resources and capabilities of a larger firm. For more information about OMAM, please visit the Company's website at www.omam.com.

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