

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>ROGERS JOHN</b> (Last) (First) (Middle) <b>GROUND FLOOR MILLENNIUM BRIDGE HOUSE, 2 LAMBETH HILL</b> (Street) <b>LONDON, X0 EC4V 4GG</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OM Asset Management plc [ OMAM ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)
	3. Date of Earliest Transaction (MM/DD/YYYY) <b>3/6/2017</b>	
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary shares	3/6/2017		M		2361	A	\$0	18155	D	
Ordinary shares	3/7/2017		S		70 (1)	D	\$14.92	18085	D	
Ordinary shares	3/7/2017		S		1 (1)	D	\$14.9101	18084	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units (2)	(2)	3/6/2017		M		2361 (3)		(4)	(4)	Ordinary shares	2361.0	\$0	4565	D	

**Explanation of Responses:**

- (1) Represents shares sold by the reporting person to cover tax withholding obligations upon the vesting of restricted shares.
- (2) Each restricted share unit represents a right to receive one ordinary share of OM Asset Management plc.
- (3) Consists of restricted share units issued under the OM Asset Management plc Non-Employee Directors' Equity Incentive Plan.
- (4) On March 6, 2015, the reporting person was granted 7,083 restricted share units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ROGERS JOHN</b> <b>GROUND FLOOR MILLENNIUM BRIDGE HOUSE</b> <b>2 LAMBETH HILL</b> <b>LONDON, X0 EC4V 4GG</b>	<b>X</b>			

**Signatures**

/s/ Richard J. Hart, Attorney-in-fact

3/8/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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