

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

OM Asset Management plc
(Name of Issuer)

Ordinary Shares, nominal value \$0.001 per share
(Title of Class of Securities)

G67506 10 8
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons
OM Group (UK) Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United Kingdom

5. Sole Voting Power
58,310,859

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
58,310,859

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
58,310,859

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11. Percent of Class Represented by Amount in Row (9)
51.08%

12. Type of Reporting Person (See Instructions)
OO



1. Names of Reporting Persons
Old Mutual plc

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United Kingdom

5. Sole Voting Power
58,310,859

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
58,310,859

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
58,310,859

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11. Percent of Class Represented by Amount in Row (9)
51.08%

12. Type of Reporting Person (See Instructions)
CO



Item 1.

- (a) Name of Issuer
OM Asset Management plc
-
- (b) Address of Issuer's Principal Executive Offices
Ground Floor Millennium Bridge House
2 Lambeth Hill
London EC4V 4GG
-

Item 2.

- (a) Name of Persons Filing
i. OM Group (UK) Ltd., a wholly-owned subsidiary of Old Mutual plc
ii. Old Mutual plc, which holds ordinary shares of the Issuer through OM Group (UK) Ltd.
-
- (b) Address of Principal Business Office or, if none, Residence
5th Floor Millennium Bridge House
2 Lambeth Hill
London EC4V 4GG
-
- (c) Citizenship
United Kingdom
-
- (d) Title of Class of Securities
Ordinary Shares, nominal value \$0.001 per share
-
- (e) CUSIP Number
G67506 10 8
-

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____
-

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
See Row 9 of each of the cover pages.

- (b) Percent of class:
See Row 11 of each of the cover pages. The percentages set forth therein are based on 114,157,765 Ordinary Shares outstanding as of December 31, 2016, as reported by the Issuer in its annual report on Form 10-K for the period ended December 31, 2016.

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
See Row 5 of each of the cover pages.

 - (ii) Shared power to vote or to direct the vote
See Row 6 of each of the cover pages.

 - (iii) Sole power to dispose or to direct the disposition of
See Row 7 of each of the cover pages.

 - (iv) Shared power to dispose or to direct the disposition of
See Row 8 of each of the cover pages.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OM Group (UK) Ltd.

24 July 2017

Date

By: /s/ Paul Forsythe

Signature

Paul Forsythe, Secretary, OM Group (UK) Ltd.

Name/Title

Old Mutual plc

24 July 2017

Date

By: /s/ Colin Campbell

Signature

Colin Campbell, Group Company Secretary, Old Mutual plc

Name/Title

Exhibit Index

Exhibit No.	Exhibit
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1	Joint Filing Agreement, dated as of July 24, 2017, by and between OM Group (UK) Ltd. and Old Mutual plc.
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**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

This JOINT FILING AGREEMENT, dated as of July 24, 2017, is entered into by and between OM Group (UK) Ltd. and Old Mutual plc. Each of the above are collectively referred to herein as the “Parties” and each individually as a “Party.” The Parties hereby acknowledge and agree that the foregoing Statement on Schedule 13G/A, constituting Amendment No. 2 to the Schedule 13G filed on February 9, 2015, is filed on behalf of each such Party in respect of the Ordinary Shares, nominal value \$0.001 per share, of OM Asset Management plc, a public limited company incorporated in England and Wales and that all subsequent amendments to this Statement on Schedule 13G/A shall be filed on behalf of each of the Parties without the necessity of executing or filing additional joint filing agreements. The Parties hereby acknowledge that each Party shall be responsible for timely filing of such amendments, and for the completeness and accuracy of the information concerning such Party contained therein, but shall not be responsible for the completeness and accuracy of the information concerning any other Party, except to the extent that such Party knows or has reason to believe that such information is inaccurate.

[Signature pages follow]

IN WITNESS WHEREOF, the Parties hereto have executed this Joint Filing Agreement as of the day and year first above written.

OM Group (UK) Ltd.

24 July 2017

Date

By: /s/ Paul Forsythe

Signature

Paul Forsythe, Secretary, OM Group (UK) Ltd.

Name/Title

Old Mutual plc

24 July 2017

Date

By: /s/ Colin Campbell

Signature

Colin Campbell, Group Company Secretary, Old Mutual plc

Name/Title