Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MANNING & NAPIER ADVISORS, LLC 401(K) AND PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1989

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

MANNING & NAPIER ADVISORS, LLC

290 WOODCLIFF DRIVE
FAIRPORT, NY 14450

2b Employer Identification Number (EIN) 45-3240790

2c Sponsor's telephone number 585-325-6880

2d Business code (see instructions) 523900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	STACEY GREEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	541
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	505
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	153
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	658
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	659
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	639
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MANNING & NAPIER ADVISORS, LLC 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
MANNING & NAPIER ADVISORS, LLC

D Employer Identification Number (EIN)
45-3240790

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 49 50 52 59 62	NONE	25	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
59	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: PRICEWATERHOUSECOOPERS LLP
b EIN: 13-4008324
c Position: AUDITOR
d Address: 3600 HSBC CENTER
BUFFALO, NY 14203-2879
e Telephone: 716-856-4650

Explanation: THE PLAN SPONSOR REQUESTED A CHANGE IN AUDITING FIRMS IN ORDER TO TAKE ADVANTAGE OF FEE-SAVINGS OPPORTUNITIES.

a Name:
b EIN:
c Position:
d Address:
e Telephone:

Explanation:

a Name:
b EIN:
c Position:
d Address:
e Telephone:

Explanation:

a Name:
b EIN:
c Position:
d Address:
e Telephone:

Explanation:

a Name:
b EIN:
c Position:
d Address:
e Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MANNING & NAPIER ADVISORS, LLC 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MANNING & NAPIER ADVISORS, LLC

D Employer Identification Number (EIN)
45-3240790

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2015 COLLECTIVE INV TR U			
b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY			
c EIN-PN 02-0476209-046	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	101256
a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2020 COLLECTIVE INV TR U			
b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY			
c EIN-PN 02-0476209-047	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	101357
a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2025 COLLECTIVE INV TR U			
b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY			
c EIN-PN 02-0476209-048	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	131286
a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2030 COLLECTIVE INV TR U			
b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY			
c EIN-PN 02-0476209-049	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	267796
a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2035 COLLECTIVE INV TR U			
b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY			
c EIN-PN 02-0476209-050	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	316472
a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2040 COLLECTIVE INV TR U			
b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY			
c EIN-PN 02-0476209-051	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	202760
a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2045 COLLECTIVE INV TR U			
b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY			
c EIN-PN 02-0476209-052	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	207635

a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2050 COLLECTIVE INV TR U

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN 02-0476209-053	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 115186

a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL 2055 COLLECTIVE INV TR U

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN 02-0476209-054	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 463345

a Name of MTIA, CCT, PSA, or 103-12 IE: GOAL INC COLLECTIVE INV TR U

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN 02-0476209-045	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 101055

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MANNING & NAPIER ADVISORS, LLC 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
MANNING & NAPIER ADVISORS, LLC

D Employer Identification Number (EIN)
45-3240790

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1149179	1404378
(2) Participant contributions	1b(2)	63378	71483
(3) Other	1b(3)	2839	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3027549	2994308
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	56686	149360
(9) Value of interest in common/collective trusts	1c(9)		2008148
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	44644731	54904856
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	48944362	61532533
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	48944362	61532533

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2056795	
(B) Participants	2a(1)(B)	3345780	
(C) Others (including rollovers)	2a(1)(C)	990942	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6393517
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	784	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4252	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5036
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2730967	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2730967
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15827
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4175387
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		13320734
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4288120	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		4288120
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1260	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1260
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4289380
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9031354
l Transfers of assets:			
(1) To this plan	2l(1)		3556817
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BONADIO & CO., LLP **(2)** EIN: 16-1131146

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MANNING & NAPIER ADVISORS, LLC 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
MANNING & NAPIER ADVISORS, LLC

D Employer Identification Number (EIN)
45-3240790

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

MANNING & NAPIER ADVISORS, LLC
401(k) AND PROFIT SHARING PLAN

Financial Statements
as of December 31, 2012 and 2011
Together with
Independent Auditor's Report

Bonadio & Co., LLP
Certified Public Accountants

Bonadio & Co., LLP
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

October 4, 2013

To the Plan Administrator of the
Manning & Napier Advisors, LLC 401(k) and Profit Sharing Plan:

Report on the Financial Statements
We were engaged to audit the accompanying 2012 financial statements of the Manning & Napier Advisors, LLC 401(k) and Profit Sharing Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements referred to in the first paragraph.

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(Continued)

INDEPENDENT AUDITOR'S REPORT
(Continued)

Supplemental Information
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Other Matter - 2011 Financial Statements
The financial statements of the Plan as of December 31, 2011, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Charles Schwab Bank, the trustee of the Plan. Their report, dated October 12, 2012, indicated that (a) because of the significance of the information they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bonadio & Co., LLP

MANNING & NAPIER ADVISORS, LLC
401(k) AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENTS, at fair value:		
Mutual funds	$ 54,904,856	$ 44,644,731
Collective investment trusts	2,008,148	-
Money market fund	2,994,308	3,027,549
Total investments	59,907,312	47,672,280
RECEIVABLES:		
Participant contributions	71,483	63,378
Employer matching contributions	79,867	22,494
Employer profit sharing contributions	1,324,511	1,126,685
Notes receivable from participants	149,360	56,686
Accrued interest and dividends	-	2,839
Total receivables	1,625,221	1,272,082
NET ASSETS AVAILABLE FOR BENEFITS	$ 61,532,533	$ 48,944,362

The accompanying notes are an integral part of these statements.

MANNING & NAPIER ADVISORS, LLC
401(k) AND PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Contributions -		
Participant	$ 3,345,780	$ 2,697,723
Employer	2,056,795	1,796,218
Rollover	990,942	261,369
Total contributions	6,393,517	4,755,310
Investment income (loss) -		
Net appreciation (depreciation) in fair value of investments	4,142,813	(3,743,835)
Interest and dividend income	2,778,738	1,687,864
Total investment income (loss)	6,921,551	(2,055,971)
Interest on notes receivable from participants	4,251	1,563
Total additions	13,319,319	2,700,902
DEDUCTIONS:		
Benefit payments to participants	(4,288,120)	(1,271,430)
Administrative expenses	(1,260)	(1,070)
Total deductions	(4,289,380)	(1,272,500)
TRANSFER OF ASSETS INTO PLAN	3,558,232	-
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	12,588,171	1,428,402
NET ASSETS AVAILABLE FOR BENEFITS - beginning of year	48,944,362	47,515,960
NET ASSETS AVAILABLE FOR BENEFITS - end of year	$ 61,532,533	$ 48,944,362

The accompanying notes are an integral part of these statements.

1. DESCRIPTION OF THE PLAN

The following brief description of the Manning & Napier Advisors, LLC 401(k) and Profit Sharing Plan (the Plan) is provided for general information purposes only. For a more complete description of the Plan's provisions, participants should refer to the Plan document.

General

The Plan was established by Manning & Napier Advisors, Inc. (MNA Inc.) effective January 1, 1989. Manning & Napier Advisors, LLC (MNA LLC) was formed on September 19, 2011 as part of a reorganization transaction involving MNA Inc. As a result of this reorganization, all of MNA Inc.'s assets and liabilities were contributed to MNA LLC and MNA LLC commenced all business activities previously performed by MNA Inc. and became the new plan sponsor. In February 2012, the Plan was amended to change the name from the Manning & Napier Advisors, Inc. 401(k) and Profit Sharing Plan to the Manning & Napier Advisors, LLC 401(k) and Profit Sharing Plan.

The Plan is a defined-contribution retirement plan covering all eligible employees of MNA LLC, as well as all eligible employees of Manning & Napier Advisory Advantage Company, LLC, Exeter Trust Company, Manning & Napier Investor Services, Exeter Advisors, Inc., and since April 2, 2012, Manning & Napier Information Services, LLC, and Perspective Partners, LLC. The companies identified above (collectively, the Companies) are affiliated entities.

On April 2, 2012, the employees of Manning & Napier Information Services, LLC and Perspective Partners, LLC transferred into the Plan from the Manning & Napier Information Services/TextWise 401(k) Plan. As a result, assets of $3,558,232 were transferred into the Plan during 2012.

Plan Administration

MNA LLC is the plan sponsor and plan administrator. Charles Schwab Bank is the trustee and the recordkeeper for the Plan.

Eligibility

Employees of the Companies at least 21 years of age and having completed one month of employment are generally eligible to participate in the Plan. Employees must have one year of service in order to be eligible for employer contributions.

Contributions

The Plan allowed participants to contribute an amount equal to 1% to 50% of their annual compensation until December 2012, at which time the Plan was amended to allow participants to contribute up to 75% of their compensation. Both highly and non-highly compensated employees who are participants are subject to certain contribution limitations under Section 401(k) and Section 415 of the Internal Revenue Code. Participants that have reached the age of 50 may elect to defer up to $5,500 of additional amounts to the Plan. A participant may designate all or a portion of their elective deferral contribution as an after-tax Roth elective deferral.

1. DESCRIPTION OF THE PLAN (Continued)

Contributions (Continued)
A discretionary matching contribution equal to a uniform percentage of each participant's contribution is made by the Companies. The exact percentage, if any, is determined by the Companies each year. In 2012 and 2011, the Companies matched 50% of each participant's contribution, not to exceed 2% of their total compensation. Employer matching contributions were $732,284 and $669,533 in 2012 and 2011, respectively.

The Executive Committee of MNA LLC determines the amount of the discretionary annual profit sharing contribution to be made based upon the profits of the Companies for the Plan year or accumulated earnings of the Companies at the close of the Plan year. The profit sharing contributions for 2012 and 2011 were $1,324,511 and $1,126,685, respectively, which were paid by the Companies during 2013 and 2012, respectively.

Participant Accounts
Each participant's account is credited with the participant's contribution, employer contributions, and investment earnings or losses, and is reduced by benefit payments and administrative expenses. Employer profit sharing contributions are allocated to participant accounts in the same proportion that each participant's eligible compensation for the Plan year bears to the total eligible compensation of all participants for the Plan year. Net earnings or losses from each investment fund are allocated to each participant's account based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participant contributions and employer profit sharing contributions vest immediately. Contributions made through the employer match become 100% vested after three years of service.

Payment of Benefits
Normal retirement age is 65, at which time participants are entitled to 100% of their account balance. On termination of service due to death, disability, retirement or termination of the Plan, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. The Plan also requires in-service distributions to actively-employed participants that have reached the age of 70 ½. Hardship withdrawals are also permitted from the Plan for actively-employed participants.

For termination of service for other reasons, participants with a nonforfeitable account balance more than $1,000 may receive the value of the vested interest in his or her account as a lump-sum amount equal to the value of the participant's vested interest in his or her account or may leave the balance in the Plan. If the nonforfeitable account balance is $1,000 or less, a participant may only receive the value of the vested interest in his or her account as a lump-sum distribution. Expenses associated with initiating distributions are paid by the individual participants.

1. DESCRIPTION OF THE PLAN (Continued)

Forfeitures

If the employees terminate their employment before their account has become fully vested, they will forfeit the unvested balance of their account and the forfeitures are applied to reduce the employer's contribution. The Companies used approximately $2,500 and $4,000 of forfeitures to reduce employer contributions in 2012 and 2011, respectively. Amounts forfeited by participants totaled approximately $31,200 and $5,900 during 2012 and 2011, respectively. Unapplied, forfeited, nonvested accounts totaled approximately $31,000 and $1,900 at December 31, 2012 and 2011, respectively. The unapplied, forfeited, nonvested accounts of approximately $31,000 at December 31, 2012 were used to reduce employer contributions made for the 2012 Plan year, and reduce the amount recorded by the Plan as employer contributions receivable at December 31, 2012.

Notes Receivable from Participants

Participants may borrow up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined annually by the plan administrator. Expenses associated with initiating and maintaining notes receivable are paid by the individual participants.

Plan Termination

Although they have not expressed any intent to do so, the Companies have the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, all participants will become 100% vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared in conformity with accounting principles generally accepted in the United States of America.

Investments and Income Recognition

The Plan presents in the statement of changes in net assets available for benefits the net appreciation or depreciation in the fair value of its investments which consists of the realized gains (losses) and the unrealized appreciation (depreciation) of those investments. Purchases and sales are recorded on a trade date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date. Management fees and operating expenses charged to the mutual funds and collective investment trusts held in the Plan are deducted by the investments from income earned and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Investment securities are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value Measurement - Definition and Hierarchy
Generally accepted accounting principles establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Plan. Unobservable inputs are inputs that reflect the Plan's assumptions about the assumptions market participants would use in pricing the asset or liability, developed based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the reliability of inputs as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets and liabilities in active markets that the Plan has the ability to access.

- Level 2 Inputs to the valuation methodology include:

  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. A description of where the Plan's investments fall within the standard's hierarchy is provided in Note 3.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
The plan participants paid administrative expenses related to transaction fees and loan servicing expenses of $1,260 and $1,070 for the years ended December 31, 2012 and 2011, respectively. Certain other administrative expenses of the Plan are paid by the Companies.

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassifications
Certain amounts in the 2011 financial statements have been reclassified to conform to the current year presentation.

3. INVESTMENTS

Certified Investment Information
Charles Schwab Bank holds the Plan's investment assets and executes investment transactions. The following information was certified as complete and accurate by Charles Schwab Bank as of and for the years ended December 31, 2012 and 2011:

	2012	2011
Investments, at fair value:		
Mutual funds	$ 54,904,856	$ 44,644,731
Collective investment trusts	2,008,148	-
Money market funds	2,994,308	3,027,549
Total investments	$ 59,907,312	$ 47,672,280
Notes receivable from participants	$ 149,360	$ -
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 4,142,813	$ (3,743,835)
Interest and dividend income	2,778,738	1,689,427
Total investment income (loss)	$ 6,921,551	$ (2,054,408)
Interest on notes receivable from participants	$ 4,251	$ -

The following table sets forth investments representing 5% or more of the Plan's net assets available for benefits at either December 31, 2012 or 2011, or both:

	2012	2011
Manning & Napier Pro-Blend Extended I Fund	$ 17,813,784	$ 14,622,023
Manning & Napier Pro-Blend Maximum I Fund	$ 17,614,462	$ 14,746,301
Manning & Napier Equity Series	$ 4,608,698	$ 3,395,498
Manning & Napier Overseas Fund	$ 4,200,613	$ 3,438,849
Schwab Treasury US Money Market Fund	$ 2,994,308	$ 3,027,549

The Plan's investments appreciated (depreciated) in value as follows during the years ended December 31, 2012 and 2011:

	2012	2011
Mutual funds	$ 4,126,986	$ (3,743,835)
Collective investment trusts	15,827	-
	$ 4,142,813	$ (3,743,835)

3. **INVESTMENTS (Continued)**

Fair Value Measurements

The Plan's assets at fair value, within the fair value hierarchy, are as follows at December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity value funds	$ 2,629,162	$ -	$ -	$ 2,629,162
Domestic equity growth funds	42,425,122	-	-	42,425,122
International equity growth funds	4,984,570	-	-	4,984,570
Equity blend funds	3,382,287	-	-	3,382,287
Fixed income funds	1,483,715	-	-	1,483,715
	$ 54,904,856	$ -	$ -	$ 54,904,856
Collective investment trusts	$ -	$ 2,008,148	$ -	$ 2,008,148
Money market fund	$ 2,994,308	$ -	$ -	$ 2,994,308

The Plan's assets at fair value, within the fair value hierarchy, are as follows at December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity value funds	$ 2,391,025	$ -	$ -	$ 2,391,025
Domestic equity growth funds	35,305,737	-	-	35,305,737
International equity growth funds	4,038,406	-	-	4,038,406
Equity blend funds	1,832,078	-	-	1,832,078
Fixed income funds	1,077,485	-	-	1,077,485
	$ 44,644,731	$ -	$ -	$ 44,644,731
Money market fund	$ 3,027,549	$ -	$ -	$ 3,027,549

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2012 and 2011.

Money market fund and mutual funds: valued at fair value based on quoted market prices when active markets are available.

Collective investment trusts: valued using the net asset value, based on value of the underlying investments held at year end, divided by the number of units outstanding. The unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are primarily based on unobservable inputs. These investments do not have any unfunded commitments. The Plan can redeem these investments daily. There are currently no redemption restrictions on these investments.

4. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments include shares of mutual funds managed by MNA LLC. Therefore, transactions in these investments constitute party-in-interest transactions. A fiduciary for the Plan is also a board member of the Exeter Trust Company. There were no fees paid by the Plan to Exeter Trust Company or MNA LLC for investment services for the years ended December 31, 2012 and 2011, respectively. Transactions involving notes receivable from participants also qualify as party-in-interest transactions.

5. TAX STATUS

The Plan uses a prototype plan document sponsored by Charles Schwab Trust Company, a division of Charles Schwab Bank. Charles Schwab Trust Company received an opinion letter from the Internal Revenue Service (IRS) dated May 23, 2008, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the Plan's management and tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income taxes has been included in the accompanying financial statements.

As of December 31, 2012 and 2011, the Plan does not have any uncertain tax positions. The Plan files the Annual Return/Report of Employee Benefit Plan (Form 5500) in the U.S. federal jurisdiction. The Plan is no longer subject to U.S. federal tax examinations for years before 2009.

6. RECONCILIATION TO FORM 5500

While net assets available for benefits and change in net assets available for benefits agree between the financial statements and Form 5500 in total as of and for the years ended December 31, 2012 and 2011, certain classifications differ between the financial statements and Form 5500.

7. SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 4, 2013, which is the date the financial statements were available to be issued.

MANNING & NAPIER ADVISORS, LLC
401(k) AND PROFIT SHARING PLAN

EMPLOYER IDENTIFICATION NUMBER 45-3240790
PLAN NUMBER 003
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d)** Cost	(e) Current Value
	MUTUAL FUNDS:			
	Aston/Fairpointe Mid Cap I	Mutual fund		$ 685,563
*	Manning & Napier Overseas Fund	Mutual fund		4,200,613
*	Manning & Napier Equity Series	Mutual fund		4,608,698
*	Manning & Napier Dividend Focused Fund	Mutual fund		1,943,599
	Pacific Investment Management Company Total Return Fund	Mutual fund		1,483,715
*	Manning & Napier Small Cap A	Mutual fund		582,000
	Scout International Fund	Mutual fund		783,958
	The Vanguard Group Index 500 Fund	Mutual fund		929,466
	The Vanguard Group Small Cap Index Fund	Mutual fund		762,215
	Victory Diversified Stock I Fund	Mutual fund		306,722
*	Manning & Napier Pro Blend Conservative I Fund	Mutual fund		1,383,884
*	Manning & Napier Pro Blend Extended I Fund	Mutual fund		17,813,784
*	Manning & Napier Pro Blend Maximum I Fund	Mutual fund		17,614,462
*	Manning & Napier Pro Blend Moderate I Fund	Mutual fund		1,806,177
				54,904,856
	COLLECTIVE INVESTMENT TRUSTS:			
*	Goal 2015 Collective Inv TR U	Collective investment trust		101,257
*	Goal 2020 Collective Inv TR U	Collective investment trust		101,357
*	Goal 2025 Collective Inv TR U	Collective investment trust		131,285
*	Goal 2030 Collective Inv TR U	Collective investment trust		267,796
*	Goal 2035 Collective Inv TR U	Collective investment trust		316,472
*	Goal 2040 Collective Inv TR U	Collective investment trust		202,760
*	Goal 2045 Collective Inv TR U	Collective investment trust		207,635
*	Goal 2050 Collective Inv TR U	Collective investment trust		463,345
*	Goal 2050 Collective Inv TR U	Collective investment trust		115,186
*	Goal Inc Collective Inv TR U	Collective investment trust		101,055
				2,008,148
	MONEY MARKET FUND:			
*	Schwab Treasury US Money Market Fund	Money market fund		2,994,308
	Total investments			59,907,312
	NOTES RECEIVABLE FROM PARTICIPANTS:			
*	Participant Loans	Participant loans at 3.25% - 4.25% maturing through November 2017	$ -	149,360
				$ 60,056,672

* Denotes party-in-interest

** Cost omitted as all investments are participant directed

The accompanying notes are an integral part of this schedule.

MANNING & NAPIER ADVISORS, LLC 401K AND PROFIT SHARING PLAN
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2012

EIN: 45-3240790
Plan Number: 003

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
Aston	20-4747475	Rate of 0.06% of average daily balance of asset(s)
Manning & Napier	16-0995736	Range of 0.10 - 0.40% of average daily balance of assets
Scout	43-1270132	Rate of 0.40% of average daily balance of asset(s)
Victory	Not Available	Rate of 0.15% of average daily balance of asset(s)

Received by Charles Schwab Bank (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: Manning & Napier Advisors, LLC
NAME OF PLAN: Manning & Napier Advisors, LLC 401(k) and Profit Sharing Plan
EIN: 45-3240790
PLAN NUMBER: 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (3.25% - 4.25%)		149,360
*	SCHWAB TREASURY US MM	Money Market / Cash Equivalent		2,994,308
	GOAL 2015 COLLECTIVE INV TR U	Common Collective Trust Fund		101,256
	GOAL 2020 COLLECTIVE INV TR U	Common Collective Trust Fund		101,357
	GOAL 2025 COLLECTIVE INV TR U	Common Collective Trust Fund		131,286
	GOAL 2030 COLLECTIVE INV TR U	Common Collective Trust Fund		267,796
	GOAL 2035 COLLECTIVE INV TR U	Common Collective Trust Fund		316,472
	GOAL 2040 COLLECTIVE INV TR U	Common Collective Trust Fund		202,760
	GOAL 2045 COLLECTIVE INV TR U	Common Collective Trust Fund		207,635
	GOAL 2050 COLLECTIVE INV TR U	Common Collective Trust Fund		115,186
	GOAL 2055 COLLECTIVE INV TR U	Common Collective Trust Fund		463,345
	GOAL INC COLLECTIVE INV TR U	Common Collective Trust Fund		101,055
	ASTON/FAIRPOINTE MID CAP I	Registered Investment Company		685,563
	MANNING & NAPIER DIV FOCUS I	Registered Investment Company		1,943,599
	MANNING & NAPIER EQUITY	Registered Investment Company		4,608,698
	MANNING & NAPIER OVERSEAS	Registered Investment Company		4,200,612
	MANNING & NAPIER SMALL CAP A	Registered Investment Company		582,000
	MANNING&NAPIER PRO BLD CONS I	Registered Investment Company		1,383,884
	MANNING&NAPIER PRO BLD EXT I	Registered Investment Company		17,813,784
	MANNING&NAPIER PRO BLD MAX I	Registered Investment Company		17,614,462
	MANNING&NAPIER PRO BLD MOD I	Registered Investment Company		1,806,177
	PIMCO TOTAL RETURN FUND	Registered Investment Company		1,483,716
	SCOUT INTERNATIONAL FUND	Registered Investment Company		783,958
	VANGUARD 500 INDEX SIGNAL	Registered Investment Company		929,466
	VANGUARD SMALL CAP IDX SIGNAL	Registered Investment Company		762,215
	VICTORY DIVERSIFIED STOCK I	Registered Investment Company		306,722