

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

**SCHEDULE 13D**  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

**Janus Henderson Group plc**

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(Name of Issuer)

**Ordinary Shares, par value \$1.50 per Share**

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(Title of Class of Securities)

**G4474Y 214**

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(CUSIP Number)

**Takahiro Saito**  
**General Manager, Actuarial and Accounting Unit**  
**Dai-ichi Life Holdings, Inc.**  
**13-1, Yurakucho 1-Chome,**  
**Chiyoda-ku, Tokyo, 100-8411 Japan**  
**+81-50-3780-4198**

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**December 14, 2017**

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No.	G4474Y 214		
1.	Names of Reporting Person:  Dai-ichi Life Holdings, Inc.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions):  WC		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>		
6.	Citizenship or Place of Organization:  Tokyo, Japan		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power:  29,314,015*	
	8.	Shared Voting Power:  0	
	9.	Sole Dispositive Power:  29,314,015*	
	10.	Shared Dispositive Power:  0	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person:  29,314,015*		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>		
13.	Percent of Class Represented by Amount in Row (11):  13.9%**		
14.	Type of Reporting Person (See Instructions):  OO		

\* Represents 19,314,015 shares of outstanding ordinary shares, par value \$1.50 per share (the "Company Ordinary Shares"), of Janus Henderson Group plc, incorporated and registered in Jersey, Channel Islands (the "Company") and 10,000,000 shares of Company Ordinary Shares issuable upon the exercise of the conditional options granted pursuant to the Option Agreement, dated as of October 3, 2016, between Dai-ichi Life Holdings, Inc. (the "Investor") and the Company.

\*\* Based on 210,406,138 shares of Company Ordinary Shares, which is the sum of (i) the 200,406,138 shares of Company Ordinary Shares outstanding as of November 6, 2017 as reported by the Company in its Form 10-Q filed on November 9, 2017, plus (ii) the 10,000,000 shares of Company Ordinary Shares issuable pursuant to the Option Agreement.

### ***Item 1. Security and Issuer***

This Amendment No. 2 (this “**Amendment No. 2**”) amends the Schedule 13D that was filed on May 30, 2017, as amended by Amendment No. 1 thereto filed on November 14, 2017 (the “**Schedule 13D**”) by Dai-ichi Life Holdings, Inc. (the “**Investor**”), relating to the issued and outstanding shares of ordinary shares, par value \$1.50 per share (the “**Company Ordinary Shares**”), of Janus Henderson Group plc, incorporated and registered in Jersey, Channel Islands (the “**Company**”). The principal executive offices of the Company are located at 201 Bishopsgate, EC2M 3AE, United Kingdom. Beginning on the date this Amendment No. 2 is filed, all references in the Schedule 13D to the Schedule 13D shall be deemed to refer to the Schedule 13D as amended by this Amendment No. 2. Only those items reported in this Amendment No. 2 are amended and all other items in the Schedule 13D remain unchanged. Capitalized terms used in this Amendment No. 2 and not defined herein shall have the meanings given to such terms in the Schedule 13D.

### ***Item 3. Source and Amount of Funds or Other Consideration***

Item 3 is hereby amended by adding the following to the end thereof:

From November 15, 2017 and December 14, 2017, the Investor purchased 2,145,093 shares of Company Ordinary Shares in the open market and through block trades for an aggregate purchase price of \$78,427,340. The source of funds used by Investor to pay the purchase price for such shares was working capital.

### ***Item 5. Interest in the Securities of the Issuer***

Item 5 is hereby amended and restated in its entirety to read as follows:

(a) Rows (7) through (11) and (13) of the cover pages to this Amendment No. 2 are hereby incorporated by reference. Pursuant to the 10b5-1 Plan, the Investor purchased a total of 2,145,093 shares of Company Ordinary Shares in the open market and through block trades from November 15, 2017 through December 14, 2017. Following completion of the purchase acquisition and for the purpose of Rule 13d-3 promulgated under the Exchange Act, the Investor beneficially owns 29,314,015 shares of Company Ordinary Shares, representing approximately 13.9% of the outstanding shares of Company Ordinary Shares. For purposes of calculating the percentages set forth in this Item 5, the number of shares outstanding is assumed to be 210,406,138, which is the sum of (i) the 200,406,138 shares of Company Ordinary Shares outstanding as of November 6, 2017 as reported by the Company in its Form 10-Q filed on November 9, 2017, plus (ii) the 10,000,000 shares issuable pursuant to the Option Agreement.

Of these shares, 10,000,000 shares represent shares that the Investor has a right to acquire upon exercise of the conditional options granted to the Investor pursuant to the Option Agreement.

(b) The Investor has (or, in the case of the 10,000,000 shares of Company Ordinary Shares that the Investor has a right to acquire upon the exercise of the conditional options granted to the Investor pursuant to the Option Agreement, will have upon the exercise of such options) the sole power to vote or direct the vote and to dispose or direct the disposition of all 29,314,015 shares of Company Ordinary Shares beneficially owned by it.

(c) The transactions in the Common Ordinary Shares effected since the filing of Amendment No. 1 by the Investor are set forth in Schedule A, and are incorporated herein by reference.

Except as described above, neither the Investor nor, to its knowledge, any of its directors or executive officers has engaged in any transaction in shares of the Company Ordinary Shares in the past 60 days.

(d) No other person is known by the Investor to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of the Company’s securities beneficially owned by the Investor.

(e) 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.

### Dai-ichi Life Holdings, Inc.

Date: December 18, 2017

By: /s/ Takahiro Saito

Name: Takahiro Saito

Title: General Manager, Actuarial and Accounting Unit

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## SCHEDULE A

This Schedule sets forth information with respect to each purchase of Common Ordinary Shares which were effectuated by Investor in the last sixty days. All such transactions were effected in the open market or through block trades through a broker.

### DAI-ICHI LIFE HOLDINGS, INC.

Date of Transaction	Number of Shares Purchased	Price Per Share <sup>1</sup>	Range of Prices Per Share	Aggregate Purchase Price
November 15, 2017	49,453	36.7076	36.5600 — 36.7900	1,815,300.94
November 16, 2017	272,000	37.0000	37.0000 — 37.0000	10,064,000.00
November 17, 2017	67,642	36.4377	36.0700 — 36.7400	2,464,718.90
November 20, 2017	104,245	36.0711	35.9000 — 36.3400	3,760,231.82
November 21, 2017	78,000	36.4728	36.3300 — 36.7000	2,844,878.40
November 22, 2017	65,000	36.5354	36.4300 — 36.7000	2,374,801.00
November 24, 2017	20,558	36.6719	36.4600 — 36.7100	753,900.92
November 27, 2017	99,860	36.3207	36.2250 — 36.4700	3,626,985.10
November 28, 2017	85,000	36.4624	36.4000 — 36.5550	3,099,304.00
November 29, 2017	86,199	36.5058	36.4100 — 36.6400	3,146,763.45
November 30, 2017	50,000	37.0101	36.8400 — 37.2000	1,850,505.00
December 1, 2017	99,583	37.0252	36.8000 — 37.4200	3,687,080.49
December 4, 2017	180,000	36.2282	35.9700 — 36.9100	6,521,076.00
December 5, 2017	180,000	36.1337	35.8600 — 36.6400	6,504,066.00
December 6, 2017	63,610	36.3922	36.0900 — 36.5000	2,314,907.84
December 7, 2017	180,000	36.3561	36.0300 — 36.6200	6,544,098.00
December 8, 2017	80,681	36.1444	36.0700 — 36.4700	2,916,166.34
December 11, 2017	100,646	36.7845	36.6700 — 36.8400	3,702,212.79
December 12, 2017	75,000	36.5980	36.3500 — 36.7600	2,744,850.00
December 13, 2017	93,704	36.7657	36.6700 — 36.8200	3,445,093.15
December 14, 2017	113,912	37.2779	37.0300 — 37.3400	4,246,400.14

<sup>1</sup> The Investor undertakes to provide upon request by the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.