

Janus Henderson Group – SEC Trian Form 13-D/A

19 May 2021 (London)

A copy of Trian Fund Management, L.P. SEC Form 13-D/A filing is included below.

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Authorised by:

Michelle Rosenberg, Company Secretary

Investor enquiries

Melanie Horton	+44 (0) 20 7818 2905
Non-US Investor Relations Manager	melanie.horton@janushenderson.com

Jim Kurtz	+1 (303) 336 4529
US Investor Relations Manager	jim.kurtz@janushenderson.com

Investor Relations	investor.relations@janushenderson.com
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About Janus Henderson

Janus Henderson Group is a leading global active asset manager dedicated to helping investors achieve long-term financial goals through a broad range of investment solutions, including equities, fixed income, quantitative equities, multi-asset and alternative asset class strategies.

At 31 March 2021, Janus Henderson had approximately US\$405 billion in assets under management, more than 2,000 employees, and offices in 26 cities worldwide. Headquartered in London, the company is listed on the New York Stock Exchange (NYSE) and the Australian Securities Exchange (ASX).

**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
(Name of Issuer)

Ordinary Shares, \$1.50 per share par value
(Title of Class of Securities)

G4474Y214
(CUSIP Number)

Brian L. Schorr, Esq.
Triam Fund Management, L.P.
280 Park Avenue, 41st Floor
New York, New York 10017
Tel. No.: (212) 451-3000

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

May 18, 2021
(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 which 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 Rule 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).

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Nelson Peltz		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) []
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		20,667,628	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		20,667,628	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	20,667,628		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.99%*		
14	TYPE OF REPORTING PERSON		
	IN		

*Calculated based on 172,349,989 Ordinary Shares outstanding as of April 30, 2021 as reported by the Issuer on its “Statement of CDIs on Issue” filed with the Australian Securities Exchange on May 4, 2021 (the “Statement of CDIs on Issue”).

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Peter W. May		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) []
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		20,667,628	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		20,667,628	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	20,667,628		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.99%*		
14	TYPE OF REPORTING PERSON		
	IN		

*Calculated based on 172,349,989 Ordinary Shares outstanding as of April 30, 2021 as reported by the Issuer on its Statement of CDIs on Issue.

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Edward P. Garden		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) []
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		20,667,628	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		20,667,628	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	20,667,628		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.99%*		
14	TYPE OF REPORTING PERSON		
	IN		

* Calculated based on 172,349,989 Ordinary Shares outstanding as of April 30, 2021 as reported by the Issuer on its Statement of CDIs on Issue.

1	NAME OF REPORTING PERSON		
	Triam Fund Management, L.P.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	20-3454182		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) []
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		20,667,628	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		20,667,628	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	20,667,628		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.99%*		
14	TYPE OF REPORTING PERSON		
	PN		

* Calculated based on 172,349,989 Ordinary Shares outstanding as of April 30, 2021 as reported by the Issuer on its Statement of CDIs on Issue.

1	NAME OF REPORTING PERSON		
	Trian Fund Management GP, LLC		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	20-3454087		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) []
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		20,667,628	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		20,667,628	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	20,667,628		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.99%*		
14	TYPE OF REPORTING PERSON		
	OO		

* Calculated based on 172,349,989 Ordinary Shares outstanding as of April 30, 2021 as reported by the Issuer on its Statement of CDIs on Issue.

1	NAME OF REPORTING PERSON		
	Triam Partners AM Holdco II, Ltd.		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	85-2619230		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) []
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		20,667,628	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		20,667,628	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	20,667,628		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.99%*		
14	TYPE OF REPORTING PERSON		
	OO		

* Calculated based on 172,349,989 Ordinary Shares outstanding as of April 30, 2021 as reported by the Issuer on its Statement of CDIs on Issue.

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on October 2, 2020, as amended by Amendment No. 1 (“Amendment No. 1”), filed on May 12, 2021 (as amended, the “Schedule 13D”), relating to the Ordinary Shares, \$1.50 per share par value (the “Shares”), of Janus Henderson Group plc, a company incorporated and registered in Jersey, Channel Islands (the “Issuer”). The address of the principal executive office of the Issuer is 201 Bishopsgate, London, EC2M 3AE United Kingdom.

Capitalized terms not defined herein shall have the meaning ascribed to them in the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

Items 3, 5 and 6 of the Schedule 13D are hereby amended and supplemented as follows:

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

Since the filing of Amendment No. 1, Trian AM Holdco has purchased 66,382 Shares in the open market for an aggregate purchase price of \$2,440,561 (including commissions).

On May 18, 2021, Trian AM Holdco exercised all of the Options to purchase Shares for an aggregate exercise price of \$148,480,524 (see Schedule A to the Schedule 13D for additional detail regarding the Options).

The source of funding for the transactions referred to in this Item 3 was the general working capital of Trian AM Holdco and/or other funds and investment vehicles managed by Trian Management.

Item 5. Interest in Securities of the Issuer

Parts (a)-(c) of Item 5 of the Schedule 13D are hereby amended and supplemented by adding the following information:

(a) As of 4:00 pm, New York City time, on May 19, 2021, the Reporting Persons beneficially owned, in the aggregate, 20,667,628 Shares, representing approximately 11.99% of the Issuer’s outstanding Shares (calculated based on 172,349,989 Shares outstanding as of April 30, 2021 as reported by the Issuer on its “Statement of CDIs on Issue” filed with the Australian Securities Exchange on May 4, 2021).

(b) Trian AM Holdco beneficially and directly owns and has sole voting power and sole dispositive power with regard to 20,667,628 Shares, except to the extent that other Reporting Persons as described below may be deemed to have shared voting power and shared dispositive power with regard to such Shares.

(c) The transactions described in Item 3 herein, which are incorporated by reference into this Item 5(c), describe all of the transactions in the Shares and Options that were effected since the filing of Amendment No. 1 by the Reporting Persons, inclusive of all transactions effected through 4:00 p.m., New York City time, on May 19, 2021. The exercise of the Options described in Item 3 were effected in privately negotiated transactions with the Counterparty. The purchase of Shares described in Item 3 and set forth in the table below were effected in the open market. The prices set forth in the table do not include commissions.

Fund	Date	Shares	Price	Type
Trian Partners AM Holdco II, Ltd.	5/19/2021	66,382	\$36.7454	Purchase

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The disclosures in Items 3 and 5 above are incorporated herein by reference.

[INTENTIONALLY LEFT BLANK]

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 19, 2021

TRIAN FUND MANAGEMENT, L.P.

By: Trian Fund Management GP, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS AM HOLDCO II, LTD.

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Director

/s/ NELSON PELTZ

Nelson Peltz

/s/ PETER W. MAY

Peter W. May

/s/ EDWARD P. GARDEN

Edward P. Garden