

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

16 November 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**

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Investor Relations	<a href="mailto:investor.relations@janushenderson.com">investor.relations@janushenderson.com</a>
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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 30 September 2021, Janus Henderson had approximately US\$419 billion in assets under management, more than 2,000 employees, and offices in 25 cities worldwide. Headquartered in London, the company is listed on the New York Stock Exchange (NYSE) and the Australian Securities Exchange (ASX).

SC 13D/A 1 jhg13d\_amend5.htm JHG13D/A - AMENDMENT NO. 5

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

**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, 41<sup>st</sup> Floor**  
**New York, New York 10017**  
**Tel. No.: (212) 451-3000**

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

**November 16, 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).

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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) <input type="checkbox"/> (b) <input type="checkbox"/>
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)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		26,321,193
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		26,321,193
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	26,321,193	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.43%*	
14	TYPE OF REPORTING PERSON	
	IN	

\*Calculated based on 170,584,530 Ordinary Shares outstanding as of October 31, 2021 as reported by the Issuer on its "Statement of CDIs on Issue" filed with the Australian Securities Exchange on November 3, 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) <input type="checkbox"/> (b) <input type="checkbox"/>
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)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		26,321,193
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		26,321,193
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	26,321,193	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.43%*	
14	TYPE OF REPORTING PERSON	
	IN	

\*Calculated based on 170,584,530 Ordinary Shares outstanding as of October 31, 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) <input type="checkbox"/> (b) <input type="checkbox"/>
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)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		26,321,193
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		26,321,193
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	26,321,193	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.43%*	
14	TYPE OF REPORTING PERSON	
	IN	

\* Calculated based on 170,584,530 Ordinary Shares outstanding as of October 31, 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) <input type="checkbox"/> (b) <input type="checkbox"/>
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)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		26,321,193
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		26,321,193
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	26,321,193	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.43%*	
14	TYPE OF REPORTING PERSON	
	PN	

\* Calculated based on 170,584,530 Ordinary Shares outstanding as of October 31, 2021 as reported by the Issuer on its Statement of CDIs on Issue.

1	NAME OF REPORTING PERSON		
	Triam 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) <input type="checkbox"/>
			(b) <input type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
		0	
	8	SHARED VOTING POWER	
		26,321,193	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		26,321,193	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	26,321,193		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	15.43%*		
14	TYPE OF REPORTING PERSON		
	OO		

\* Calculated based on 170,584,530 Ordinary Shares outstanding as of October 31, 2021 as reported by the Issuer on its Statement of CDIs on Issue.

1	NAME OF REPORTING PERSON Trian 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) <input type="checkbox"/> (b) <input type="checkbox"/>
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)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
	7	SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 26,321,193
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 26,321,193
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 26,321,193	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.43%*	
14	TYPE OF REPORTING PERSON OO	

\* Calculated based on 170,584,530 Ordinary Shares outstanding as of October 31, 2021 as reported by the Issuer on its Statement of CDIs on Issue.



This Amendment No. 5 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on October 2, 2020, as amended by Amendment No. 1, filed on May 12, 2021, as amended by Amendment No. 2 filed on May 19, 2021, as amended by Amendment No. 3 filed on July 19, 2021, and as amended by Amendment No. 4 (“Amendment No. 4”) filed on October 4, 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, 4 and 5 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. 4, Triam AM Holdco has purchased 1,714,291 Shares in the open market for an aggregate purchase price of \$80,242,730 (including commissions). The source of funding for the transactions referred to in this Item 3 was the general working capital of Triam AM Holdco and/or other funds and investment vehicles managed by Triam Management.

### **Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The Reporting Persons continue to engage in discussions with the Board and/or management of the Issuer regarding various strategic and operational initiatives that they believe can generate value. As part of those discussions, the Reporting Persons have proposed changes to the composition of the Board, including the addition of independent directors unaffiliated with the Reporting Persons.

### **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 p.m., New York City time, on November 16, 2021, the Reporting Persons beneficially owned, in the aggregate, 26,321,193 Shares, representing approximately 15.43% of the Issuer’s outstanding Shares (calculated based on 170,584,530 Shares outstanding as of October 31, 2021 as reported by the Issuer on its “Statement of CDIs on Issue” filed with the Australian Securities Exchange on November 3, 2021).

(b) Triam AM Holdco beneficially and directly owns and has sole voting power and sole dispositive power with regard to 26,321,193 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 that were effected since the filing of Amendment No. 4, inclusive of all transactions effected through 4:00 p.m., New York City time, on November 16, 2021. 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.

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<u>Fund</u>	<u>Date</u>	<u>Shares</u>	<u>Price</u>	<u>Type</u>
Trian Partners AM Holdco II, LTD	10/5/2021	8,753	\$41.6267	Purchase
Trian Partners AM Holdco II, LTD	10/28/2021	56,330	\$44.2083	Purchase
Trian Partners AM Holdco II, LTD	10/29/2021	488,962	\$46.2481	Purchase
Trian Partners AM Holdco II, LTD	11/1/2021	226,369	\$47.0830	Purchase
Trian Partners AM Holdco II, LTD	11/2/2021	255,000	\$46.8798	Purchase
Trian Partners AM Holdco II, LTD	11/3/2021	378,877	\$47.2193	Purchase
Trian Partners AM Holdco II, LTD	11/4/2021	55,200	\$47.4598	Purchase
Trian Partners AM Holdco II, LTD	11/5/2021	19,800	\$47.4624	Purchase
Trian Partners AM Holdco II, LTD	11/11/2021	100	\$47.5000	Purchase
Trian Partners AM Holdco II, LTD	11/12/2021	900	\$47.5000	Purchase
Trian Partners AM Holdco II, LTD	11/15/2021	180,565	\$47.5389	Purchase
Trian Partners AM Holdco II, LTD	11/16/2021	43,435	\$47.1183	Purchase

[INTENTIONALLY LEFT BLANK]

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**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: November 16, 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