

---

**Section 1: SC 13G/A (SCHEDULE 13G/A)**

---

---

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

---

**SCHEDULE 13G**  
(Rule 13d-102)

Schedule 13G under the Securities Exchange Act of 1934  
(Amendment No. 1)

---

**Janus Henderson Group plc**  
(Name of Issuer)

---

Common stock  
(Title of Class of Securities)

G4474Y214  
(CUSIP Number)

December 31, 2019  
Date of Event Which Requires Filing of the Statement

---

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter 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  <b>Silchester International Investors LLP</b>
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United Kingdom</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER  <b>0</b>
	6. SHARED VOTING POWER  <b>17,761,063 shares</b>
	7. SOLE DISPOSITIVE POWER  <b>0</b>
	8. SHARED DISPOSITIVE POWER  <b>17,761,063 shares</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>17,761,063 shares</b>
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>Approximately 9.5% (based on 187,486,613 shares of common stock outstanding as of October 25, 2019, as reported in the Issuer's Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2019)</b>
12.	TYPE OF REPORTING PERSON  <b>PN/IA</b>

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  <b>Silchester Continuation Ltd</b>
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United Kingdom</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER  <b>0</b>
	6. SHARED VOTING POWER  <b>17,761,063 shares</b>
	7. SOLE DISPOSITIVE POWER  <b>0</b>
	8. SHARED DISPOSITIVE POWER  <b>17,761,063 shares</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>17,761,063 shares</b>
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>Approximately 9.5% (based on 187,486,613 shares of common stock outstanding as of October 25, 2019, as reported in the Issuer's Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2019)</b>
12.	TYPE OF REPORTING PERSON  <b>CO/HC</b>

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  <b>Silchester Partners Limited</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United Kingdom</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>17,761,063 shares</b>
	7.	SOLE DISPOSITIVE POWER  <b>0</b>
	8.	SHARED DISPOSITIVE POWER  <b>17,761,063 shares</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>17,761,063 shares</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>Approximately 9.5% (based on 187,486,613 shares of common stock outstanding as of October 25, 2019, as reported in the Issuer's Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2019)</b>	
12.	TYPE OF REPORTING PERSON  <b>CO/HC</b>	

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  <b>Stephen Charles Butt</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United Kingdom</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>17,761,063 shares</b>
	7.	SOLE DISPOSITIVE POWER  <b>0</b>
	8.	SHARED DISPOSITIVE POWER  <b>17,761,063 shares</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>17,761,063 shares</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>Approximately 9.5% (based on 187,486,613 shares of common stock outstanding as of October 25, 2019, as reported in the Issuer's Report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2019)</b>	
12.	TYPE OF REPORTING PERSON  <b>IN/HC</b>	

- Item 1(a) Name of Issuer: Janus Henderson Group plc
- Item 1(b) Address of Issuer's Principal Executive Offices:  
201 Bishopsgate  
London X0 EC2M 3AE
- Item 2(a) Name of Person Filing
- Item 2(b) Address of Principal Business Office
- Item 2(c) Citizenship
- Silchester International Investors LLP  
Time & Life Building  
1 Bruton Street  
London, W1J6TL, United Kingdom
- Silchester Continuation Ltd  
Time and Life Building  
1 Bruton Street  
London, W1J6TL, United Kingdom
- Silchester Partners Limited  
Time & Life Building  
1 Bruton Street  
London, W1J6TL, United Kingdom
- Stephen Charles Butt  
Time & Life Building  
1 Bruton Street  
London, W1J6TL, United Kingdom
- 2(d) Title of Class of Securities:  
Common stock
- 2(e) CUSIP Number: G4474Y214
- Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;

- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

If this statement is filed pursuant to Rule 13d-1(c), check this box:

Item 4 Ownership:

- (a) Amount beneficially owned:

Incorporated by reference to Item 9 of the cover page pertaining to each reporting person. Each of the Reporting Persons disclaims any beneficial ownership of these shares, and this report shall not be deemed an admission that any of the Reporting Persons are the beneficial owner of any of the shares for any purpose, except to the extent of any pecuniary interest therein.

- (b) Percent of Class:

Incorporated by reference to Item 11 of the cover page pertaining to each reporting person.

- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:

Incorporated by reference to Item 5 of the cover page pertaining to each reporting person.

(ii) shared power to vote or to direct the vote:

Incorporated by reference to Item 6 of the cover page pertaining to each reporting person.

(iii) sole power to dispose or to direct the disposition of:

Incorporated by reference to Item 7 of the cover page pertaining to each reporting person.

(iv) shared power to dispose or to direct the disposition of:

Incorporated by reference to Item 8 of the cover page pertaining to each reporting person.

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

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

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

Owners of accounts managed by Silchester International Investors LLP have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. No such account has such power with respect to more than five percent of the class of securities to which this Schedule 13G relates.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Silchester International Investors LLP is a majority owned subsidiary of Silchester Continuation Limited, which is a majority owned subsidiary of Silchester Partners Limited.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



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

Dated this February 13, 2020.

**Silchester International Investors LLP**

By: /s/ Timothy J. Linehan  
Name: Timothy J. Linehan  
Title: Head of Operations

**Silchester Continuation Limited**

By: /s/ Timothy J. Linehan  
Name: Timothy J. Linehan  
Title: Director

**Silchester Partners Limited**

By: /s/ Timothy J. Linehan  
Name: Timothy J. Linehan  
Title: Director

**Stephen Charles Butt**

/s/ Stephen Charles Butt

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Exhibit</u>
------------------------	----------------

<b>99.1</b>	<b>Joint Filing Agreement</b>
-------------	-------------------------------

[\(Back To Top\)](#)**Section 2: EX-99.1 (EX-99.1)****EXHIBIT 99.1****Joint Filing Agreement**

February 13, 2020

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, Silchester International Investors LLP, Silchester Partners Limited, Silchester Continuation Limited and Stephen Charles Butt each hereby agree to the joint filing of this statement on Schedule 13G (including any and all amendments hereto). In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G. A copy of this Agreement shall be attached as an exhibit to the Statement on Schedule 13G filed on behalf of each of the parties hereto, to which this Agreement relates.

This Agreement may be executed in multiple counterparts, each of which shall constitute an original, one and the same instrument.

**Silchester Partners Limited**

By: /s/ Timothy J. Linehan  
Name: Timothy J. Linehan  
Title: Director

**Silchester Continuation Limited**

By: /s/ Timothy J. Linehan  
Name: Timothy J. Linehan  
Title: Director

**Silchester International Investors LLP**

By: /s/ Timothy J. Linehan  
Name: Timothy J. Linehan  
Title: Member of Supervisory Group

**Stephen Charles Butt**

/s/ Stephen Charles Butt

[\(Back To Top\)](#)