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## Section 1: SC 13D/A (FORM SC 13D/A)

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

**SCHEDULE 13D**  
Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

**JANUS CAPITAL GROUP INC.**

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(Name of Issuer)

**Common Stock, par value \$0.01 per Share**

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(Title of Class of Securities)

**47102X105**

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(CUSIP Number)

**Taku Murakawa  
General Manager, Investment Administration Department  
The Dai-ichi Life Insurance Company, Limited  
13-1, Yurakucho 1-Chome,  
Chiyoda-ku, Tokyo, 100-8411 Japan  
+81-50-3780-4384**

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

**November 2, 2012**

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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.  | 47102X105   |  |
| 1.   | Name of Reporting Person:<br><br>The Dai-ichi Life Insurance Company, Limited   |  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| 3.   | SEC Use Only  |  |
| 4.   | Source of Funds (See Instructions):<br><br>WC   |  |
| 5.   | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   |  |
| 6.   | Citizenship or Place of Organization:<br><br>Tokyo, Japan   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7.  | Sole Voting Power:<br><br>33,033,405*      |
|  | 8.  | Shared Voting Power:<br><br>0              |
|  | 9.  | Sole Dispositive Power:<br><br>33,033,405* |
|  | 10.   | Shared Dispositive Power:<br><br>0         |
| 11.  | Aggregate Amount Beneficially Owned by Each Reporting Person:<br><br>33,033,405*  |  |
| 12.  | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):   |  |
| 13.  | Percent of Class Represented by Amount in Row (11):<br><br>16.4%**  |  |
| 14.  | Type of Reporting Person (See Instructions):<br><br>OO  |  |

\* Represents 19,033,405 shares of outstanding common stock, par value \$0.01 per share (the "Company Common Stock"), of Janus Capital Group Inc., a Delaware corporation (the "Company") and 14,000,000 shares of Company Common Stock issuable upon the exercise of the conditional options granted pursuant to the Option Agreement, dated as of August 10, 2012, between The Dai-ichi Life Insurance Company, Limited (the "Investor") and the Company.

\*\* Based on 201,209,321 shares of Company Common Stock, which is the sum of (i) the 187,209,321 shares of Company Common Stock outstanding as of October 19, 2012, as reported by the Company in its quarterly report on Form 10-Q for the quarter ended September 30, 2012, plus (ii) the 14,000,000 shares of Company Common Stock issuable pursuant to the Option Agreement. The shares that may have been repurchased by the Company pursuant to its share repurchase program since October 19, 2012 were not taken into account because the Investor does not know the number of shares so repurchased.

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

This Amendment No. 6 (this "**Amendment No. 6**") amends the Schedule 13D that was filed on August 17, 2012 (as amended by Amendment No. 1 filed on August 29, 2012, Amendment No. 2 filed on September 18, 2012, Amendment No. 3 filed on September 25, 2012, Amendment No. 4 filed on October 1, 2012 and Amendment No. 5 filed on October 12, 2012, the "**Schedule 13D**") by The Dai-ichi Life Insurance Company, Limited (the "**Investor**"), relating to the issued and outstanding shares of common stock, par value \$0.01 per share (the "**Company Common Stock**"), of Janus Capital Group Inc., a Delaware corporation (the "**Company**"). The principal executive offices of the Company are located at 151 Detroit Street, Denver, Colorado 80206. Beginning on the date this Amendment No. 6 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. 6. Only those items reported in this Amendment No. 6 are amended and all other items in the Schedule 13D remain unchanged. Capitalized terms used in this Amendment No. 6 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 and restated in its entirety to read as follows:

On August 10, 2012, the Investor and the Company entered into an option agreement (the "**Option Agreement**") pursuant to which the Company granted to the Investor 20 conditional options, each to purchase 700,000 shares of Company Common Stock with an exercise price of \$10.25 per share. The aggregate consideration paid by the Investor to the Company for entering into the Option Agreement was \$4,876,200, and the source of the funds used by the Investor to pay such consideration was working capital. The information about the Option Agreement set forth in Item 4 to the Schedule 13D is incorporated by reference. As of the date of Amendment No. 6, none of the conditional options granted to the Investor pursuant to the Option Agreement have been exercised.

Between August 10, 2012, and November 5, 2012, the Investor purchased 19,033,405 shares of Company Common Stock through open market purchases (including over-the-counter purchases) for an aggregate purchase price of \$172,363,267. The source of the funds used by the Investor to pay the purchase price for such shares was working capital.

### **Item 5. Interest in 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 page to Amendment No. 6 are hereby incorporated by reference. For purposes of calculating the percentages set forth in this Item 5, the number of shares outstanding is assumed to be 201,209,321, which is the sum of (i) the 187,209,321 shares of Company Common Stock outstanding as of October 19, 2012, as reported by the Company in its quarterly report on Form 10-Q for the quarter ended September 30, 2012, plus (ii) the 14,000,000 shares issuable pursuant to the Option Agreement. The shares that may have been repurchased by the Company pursuant to its share repurchase program since October 19, 2012 were not taken into account because the Investor does not know the number of shares so repurchased. For the purpose of Rule 13d-3 promulgated under the Exchange Act, the Investor beneficially owns 33,033,405 shares of Company Common Stock, representing approximately 16.4% of the outstanding shares of Company Common Stock.

Of these shares, 14,000,000 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 14,000,000 shares of Company Common Stock 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 33,033,405 shares of Company Common Stock beneficially owned by it.

(c) Information concerning transactions in shares of Company Common Stock (not including the grant of the conditional options to the Investor pursuant to the Option Agreement) since June 18, 2012, is set forth on Schedule A to Amendment No. 6. Additionally, on October 2, 2012, the Investor sold an over-the-counter put option giving the counterparty the right to sell 1,000,000 shares of Company Common Stock to the Investor on December 3, 2012 at an exercise price of \$8.9585 per share. Except as set forth on Schedule A and as described in Item 3 and this Item 5(c) of the Schedule 13D, neither the Investor nor, to its knowledge, any of its directors or executive officers has engaged in any transaction in shares of the Company Common Stock since June 18, 2012.



(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.

**The Dai-ichi Life Insurance Company, Limited**

Date: November 5, 2012

By:           /s/ Taku Murakawa            
Name: Taku Murakawa  
Title: General Manager, Investment Administration  
Department

## TRANSACTIONS IN SHARES OF THE COMPANY SINCE JUNE 18, 2012 BY THE INVESTOR

All of the purchases of Company Common Stock set forth below were made by Investor.

| <b>Date of Transaction</b> | <b>Number of Shares Purchased</b> | <b>Nature of Purchase<sup>1</sup></b> | <b>Price Per Share<sup>2</sup></b> | <b>Range of Prices Per Share</b> | <b>Aggregate Purchase Price</b> |
|----------------------------|-----------------------------------|---------------------------------------|------------------------------------|----------------------------------|---------------------------------|
| August 14, 2012            | 169,436                           | open market purchases                 | \$8.4085                           | \$8.3400 – \$8.4600              | \$1,424,703                     |
| August 14, 2012            | 400,000                           | over-the-counter purchase             | \$8.4219                           | n/a                              | \$3,368,760                     |
| August 15, 2012            | 65,861                            | open market purchases                 | \$8.4549                           | \$8.3700 – \$8.4600              | \$556,848                       |
| August 16, 2012            | 108,234                           | open market purchases                 | \$8.4434                           | \$8.3800 – \$8.4600              | \$913,863                       |
| August 17, 2012            | 9,100                             | open market purchases                 | \$8.4577                           | \$8.4500 – \$8.4600              | \$76,965                        |
| August 21, 2012            | 300,000                           | open market purchases                 | \$8.7754                           | \$8.6800 – \$8.8500              | \$2,632,620                     |
| August 22, 2012            | 345,038                           | open market purchases                 | \$8.7990                           | \$8.7300 – \$8.8400              | \$3,035,989                     |
| August 23, 2012            | 297,710                           | open market purchases                 | \$8.6778                           | \$8.6100 – \$8.8000              | \$2,583,468                     |
| August 24, 2012            | 207,114                           | open market purchases                 | \$8.6254                           | \$8.5300 – \$8.6700              | \$1,786,441                     |
| August 27, 2012            | 222,543                           | open market purchases                 | \$8.6128                           | \$8.5200 – \$8.7100              | \$1,916,718                     |
| August 27, 2012            | 428,815                           | over-the-counter purchase             | \$8.6100                           | n/a                              | \$3,692,097                     |
| August 28, 2012            | 210,160                           | open market purchases                 | \$8.6723                           | \$8.5350 – \$8,7500              | \$1,822,571                     |
| August 29, 2012            | 179,540                           | open market purchases                 | \$8.7101                           | \$8.6800 – \$8.7500              | \$1,563,811                     |
| August 30, 2012            | 193,506                           | open market purchases                 | \$8.5972                           | \$8.5100 – \$8.7000              | \$ 1,663,610                    |
| August 31, 2012            | 170,220                           | open market purchases                 | \$8.7247                           | \$8.6250 – \$8.7800              | \$1,485,118                     |
| September 4, 2012          | 195,172                           | open market purchases                 | \$8.7133                           | \$8.6100 – \$8.7900              | \$1,700,592                     |
| September 5, 2012          | 199,013                           | open market purchases                 | \$8.6880                           | \$8.6400 – \$8.7700              | \$1,729,025                     |
| September 6, 2012          | 233,870                           | open market purchases                 | \$8.8217                           | \$8.7400 – \$8.8400              | \$2,063,131                     |
| September 11, 2012         | 191,919                           | open market purchases                 | \$9.0153                           | \$8.9550 – \$9.0800              | \$1,730,207                     |
| September 12, 2012         | 181,540                           | open market purchases                 | \$9.0828                           | \$9.0100 – \$9.1300              | \$1,648,892                     |
| September 13, 2012         | 418,008                           | open market purchases                 | \$9.1499                           | \$8.9600 – \$9.2200              | \$3,824,731                     |
| September 14, 2012         | 695,104                           | open market purchases                 | \$9.3728                           | \$9.2700 – \$9.4500              | \$6,515,071                     |
| September 17, 2012         | 477,797                           | open market purchases                 | \$9.2527                           | \$9.1600 – \$9.3900              | \$4,420,912                     |
| September 17, 2012         | 200,000                           | over-the-counter purchase             | \$9.2462                           | n/a                              | \$1,849,240                     |
| September 18, 2012         | 308,269                           | open market purchases                 | \$9.1760                           | \$9.1300 – \$9.2300              | \$2,828,676                     |

<sup>1</sup> All “open market purchases” were made on the New York Stock Exchange.

<sup>2</sup> Approximate weighted average price per share in the case of “open market purchases”. 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.



|                    |         |                              |          |                     |             |
|--------------------|---------|------------------------------|----------|---------------------|-------------|
| September 19, 2012 | 452,051 | open market purchases        | \$9.2462 | \$9.1400 – \$9.3000 | \$4,179,754 |
| September 19, 2012 | 278,251 | over-the-counter<br>purchase | \$9.2416 | n/a                 | \$2,571,484 |
| September 20, 2012 | 324,750 | open market purchases        | \$9.1587 | \$9.0700 – \$9.2200 | \$2,974,288 |
| September 21, 2012 | 481,901 | open market purchases        | \$9.2972 | \$9.2250 – \$9.4100 | \$4,480,330 |
| September 21, 2012 | 375,000 | over-the-counter<br>purchase | \$9.2905 | n/a                 | \$3,483,938 |
| September 24, 2012 | 288,246 | open market purchases        | \$9.2539 | \$9.1900 – \$9.3300 | \$2,667,400 |
| September 25, 2012 | 489,285 | open market purchases        | \$9.1538 | \$9.0700 – \$9.3300 | \$4,478,817 |
| September 25, 2012 | 400,000 | over-the-counter<br>purchase | \$9.1485 | n/a                 | \$3,659,400 |
| September 26, 2012 | 320,144 | open market purchases        | \$9.0955 | \$8.9750 – \$9.1850 | \$2,911,870 |
| September 27, 2012 | 546,599 | open market purchases        | \$9.2690 | \$9.1200 – \$9.3300 | \$5,066,426 |
| September 27, 2012 | 250,000 | over-the-counter<br>purchase | \$9.2500 | n/a                 | \$2,312,500 |
| September 27, 2012 | 337,160 | over-the-counter<br>purchase | \$9.3300 | n/a                 | \$3,145,703 |
| September 28, 2012 | 717,607 | open market purchases        | \$9.3480 | \$9.2000 – \$9.4500 | \$6,708,190 |
| September 28, 2012 | 100,000 | over-the-counter<br>purchase | \$9.3300 | n/a                 | \$933,000   |
| September 28, 2012 | 100,000 | over-the-counter<br>purchase | \$9.3500 | n/a                 | \$935,000   |
| September 28, 2012 | 100,000 | over-the-counter<br>purchase | \$9.3700 | n/a                 | \$937,000   |

|                    |         |                           |          |                     |             |
|--------------------|---------|---------------------------|----------|---------------------|-------------|
| September 28, 2012 | 200,000 | over-the-counter purchase | \$9.3600 | n/a                 | \$1,872,000 |
| September 28, 2012 | 197,300 | over-the-counter purchase | \$9.3700 | n/a                 | \$1,848,701 |
| September 28, 2012 | 200,000 | over-the-counter purchase | \$9.4400 | n/a                 | \$1,888,000 |
| October 1, 2012    | 483,412 | open market purchases     | \$9.4021 | \$9.3000 – \$9.5800 | \$4,545,088 |
| October 1, 2012    | 50,000  | over-the-counter purchase | \$9.4100 | n/a                 | \$470,500   |
| October 1, 2012    | 50,000  | over-the-counter purchase | \$9.4300 | n/a                 | \$471,500   |
| October 1, 2012    | 100,000 | over-the-counter purchase | \$9.4500 | n/a                 | \$945,000   |
| October 1, 2012    | 100,000 | over-the-counter purchase | \$9.4000 | n/a                 | \$940,000   |
| October 1, 2012    | 100,000 | over-the-counter purchase | \$9.4200 | n/a                 | \$942,000   |
| October 1, 2012    | 260,000 | over-the-counter purchase | \$9.4400 | n/a                 | \$2,454,400 |
| October 1, 2012    | 200,000 | over-the-counter purchase | \$9.4800 | n/a                 | \$1,896,000 |
| October 1, 2012    | 191,995 | over-the-counter purchase | \$9.4100 | n/a                 | \$1,806,673 |
| October 3, 2012    | 238,976 | open market purchases     | \$9.3335 | \$9.1600 – \$9.4200 | \$2,230,482 |
| October 4, 2012    | 258,924 | open market purchases     | \$9.3656 | \$9.3200 – \$9.4700 | \$2,424,979 |
| October 5, 2012    | 392,709 | open market purchases     | \$9.4283 | \$9.3075 – \$9.5500 | \$3,702,578 |
| October 8, 2012    | 365,573 | open market purchases     | \$9.2370 | \$9.1700 – \$9.3200 | \$3,376,798 |
| October 9, 2012    | 458,103 | open market purchases     | \$9.1958 | \$9.1200 – \$9.3000 | \$4,212,624 |
| October 10, 2012   | 143,495 | open market purchases     | \$9.1134 | \$9.0800 – \$9.1800 | \$1,307,727 |
| October 11, 2012   | 211,063 | open market purchases     | \$9.2116 | \$9.1600 – \$9.2800 | \$1,944,228 |
| October 12, 2012   | 327,033 | open market purchases     | \$8.9047 | \$8.8000 – \$9.1400 | \$2,912,131 |
| October 15, 2012   | 596,129 | open market purchases     | \$8.8858 | \$8.7600 – \$8.9400 | \$5,297,083 |
| October 16, 2012   | 203,871 | open market purchases     | \$8.9817 | \$8.9500 – \$9.0200 | \$1,831,108 |
| October 31, 2012   | 435,069 | open market purchases     | \$8.4512 | \$8.3400 – \$8.5300 | \$3,676,855 |
| November 1, 2012   | 501,049 | open market purchases     | \$8.5850 | \$8.3200 – \$8.6500 | \$4,301,506 |
| November 2, 2012   | 534,840 | open market purchases     | \$8.4955 | \$8.3700 – \$8.6700 | \$4,543,733 |
| November 5, 2012   | 264,901 | open market purchases     | \$8.4651 | \$8.3900 – \$8.5100 | \$2,242,413 |