

Amended

### Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

#### Part I Reporting Issuer

1 Issuer's name <b>Janus Capital Group, Inc.</b>		2 Issuer's employer identification number (EIN) <b>43-1804048</b>	
3 Name of contact for additional information <b>Karlene Lacy</b>	4 Telephone No. of contact <b>303-336-7474</b>	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>151 Detroit St</b>		7 City, town, or post office, state, and Zip code of contact <b>Denver, CO 80206</b>	
8 Date of action <b>August 4, 2016</b>	9 Classification and description <b>0.75% Convertible Senior Notes due 2018</b>		
10 CUSIP number <b>47102XAH8</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>JNS4019758</b>	13 Account number(s) <b>N/A</b>

#### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Adjustment to conversion rate on convertible note.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

Conversion rate increased from 93.10 shares per \$1,000 to 93.35 shares per \$1,000 for an increase of 0.25 shares per \$1,000.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

The value of the adjustment is the change in the option value resulting from the increase in shares per \$1,000 note.

The increased option value is equal to the \$14.76 market value on the date of the organization change multiplied by the additional 0.25 shares in the recalculated conversion rate or \$3.69 per share.

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**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Sec 305(c)

18 Can any resulting loss be recognized? ▶ Not applicable.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Year ending December 31, 2016

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ *Karlene Lacy* Date ▶ 2/13/17

Print your name ▶ Karlene Lacy Title ▶ SVP Corp Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

*Amended*