Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
Janus Capital Group, Inc.	43-1804048

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
Karlene Lacy	303-336-7474	

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
151 Detroit St	Denver, CO 80206

8 Date of action	9 Classification and description
08/16/2017	0.75% Convertible Senior Notes due 2018

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
47102XAH8	N/A	JNS4019758	N/A

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 44.47 shares per $1,000 to 44.70 shares per $1,000 for an increase of 0.23 shares per $1,000.

Please see Part II, line 19 for additional details.

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 $35.20 market value on the date of the organization change
multiplied by the additional 0.23 shares in the recalculated conversion rate or $8.10 per share.

Please see Part II, line 19 for additional details.

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, 2017

On May 30, 2017, Janus Capital Group, Inc. completed a merger with Henderson Group plc. Janus Capital Group, Inc. survived the merger as a wholly-owned subsidiary of Henderson Group plc. The Henderson Group plc has been renamed Janus Henderson Group plc. and trades on the New York Stock Exchange under the ticker JHG.

Janus Capital Group, Inc remains the issuer of the security described in this Form, the 0.75% Convertible Senior Notes due 2018.

By operation of the terms of the debt, the stock into which this debt may be converted will now be Janus Henderson Group, plc stock.

This debt will no longer be convertible into Janus Capital Group, Inc. stock.

The conversion ratio applied to convert Janus stock into Janus Henderson Group stock at the merger date was .4719.

Applying this conversion ratio to the conversion rate at the previous date of action, May 2, 2017, results in the following adjustment:

Prior conversion rate reported	x	Merger ratio	=	Adjusted prior conversion rate
94.24	x	.4719	=	44.47

Sign Here

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.

Signature ▶ Karlene Lacy Date ▶

Print your name ▶ **Karlene Lacy** Title ▶ **SVP Corp Tax**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ 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