

Evercore Partners Inc.
Form 4
February 06, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLOSSTEIN RALPH

(Last) (First) (Middle)

**C/O EVERCORE PARTNERS
INC., 55 EAST 52ND STREET**

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Evercore Partners Inc. [EVR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Shares of Class A common stock, par value \$0.01 per share	02/02/2017		C	263,822	A	(1)	263,822	I	Shares held by trust. (2)
Shares of Class A common stock, par value	02/02/2017		S	61,551	D	\$ 77.683 (3)	202,271	I	Shares held by trust. (2)

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\$0.01 per
share

Shares of
Class A
common

stock, par 02/03/2017
value

\$0.01 per
share

S

34,039

D

\$

78.5314

163,889

I

Shares
held by
trust. ⁽²⁾

(4)

Shares of
Class A
common

stock, par 02/03/2017
value

\$0.01 per
share

S

168,232

D

\$

79.2839

0

I

Shares
held by
trust. ⁽²⁾

(5)

Shares of
Class A
common

stock, par 02/04/2017
value

\$0.01 per
share

F

28,628
(6)

D

\$ 78.925

127,616

D

Shares of
Class B
common

stock, par
value

\$0.01 per
share

1

D

Shares of
Class B
common

stock, par
value

\$0.01 per
share

1

I

Share
held by
trust. ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units of Evercore LP	(7)	02/02/2017		C		263,822		(7)	(7)	Shares of Class A common stock, par value \$0.01 per share	263,822
Partnership Units of Evercore LP	(7)							(7)	(7)	Shares of Class A common stock, par value \$0.01 per share	927,644

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOSSTEIN RALPH C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		President and CEO	

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact

02/06/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of Class A common stock were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.
- (2) These securities are held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of these securities and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.
- (3)

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This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$77.55 to \$77.75 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

- (4) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$78.00 to \$78.99 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

- (5) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$79.00 to \$79.88 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

- (6) These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock unit awards.

- (7) Pursuant to the Certificate of Incorporation of Evercore Partners Inc., Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.