

GREENHILL &amp; CO INC

Form 4

January 29, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOK SCOTT L**

(Last) (First) (Middle)

**GREENHILL & CO., INC., 300  
PARK AVENUE**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**GREENHILL & CO INC [GHL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/27/2016**

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)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 6,377                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 400,000                                                                                                            | I                                                                    | By grantor<br>retained<br>annuity<br>trust <sup>(1)</sup>         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 25,000                                                                                                             | I                                                                    | See<br>Footnote<br><sup>(2)</sup>                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 288,783                                                                                                            | I                                                                    | See<br>Footnote                                                   |

(3)

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Restricted<br>Stock<br>Units <sup>(4)</sup>         | <u>(5)</u>                                                         | 01/27/2016                              |                                                             | A                                    | 87,714                                                                                                       | <u>(5)</u> <u>(5)</u>                                          | Common<br>Stock                                                     | 87,714                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                         |       |
|-------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                               | Director      | 10% Owner | Officer                 | Other |
| BOK SCOTT L<br>GREENHILL & CO., INC.<br>300 PARK AVENUE<br>NEW YORK, NY 10022 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Ricardo Lima, Attorney-in-Fact for Scott  
L. Bok

01/29/2016

                    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) On November 16, 2015, the reporting person contributed 400,000 shares of Greenhill & Co., Inc. common stock to a grantor retained annuity trust for the benefit of himself and his two children.
- (2) These shares of Common Stock are directly owned by Bok Family Partners L.P., a Delaware limited partnership, of which Scott L. Bok is the general partner. Scott L. Bok disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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- (3) These shares of Common Stock are directly owned by the Bok Family Foundation. Scott L. Bok expressly disclaims beneficial ownership of these securities.

As announced by Greenhill & Co., Inc. on its Current Report on Form 8-K dated January 29, 2016, Performance-Based Restricted Stock

(4) Units (PRSUs) were also granted to Scott L. Bok on January 27, 2016. Additional information on these PRSUs is provided in such Form 8-K.

- This restricted stock unit award was granted on January 27, 2016 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in full on January 1 of the third calendar year following the grant date and are subject to payment within 75
- (5) days following such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof.

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

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