

Evercore Partners Inc.
Form 4
February 06, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Shares of Class A common stock, par value \$0.01 per share | 02/02/2017 | | C | | 263,822 | A | <u>(1)</u> | 263,822 | I | Shares held by trust. <u>(2)</u> |
| Shares of Class A common stock, par value | 02/02/2017 | | S | | 61,551 | D | \$ <u>(3)</u> 77.683 | 202,271 | I | Shares held by trust. <u>(2)</u> |

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| | | | | | | | | |
|--|------------|---|----------------------|---|--------------------------|---------|---|----------------------------------|
| \$0.01 per share | | | | | | | | |
| Shares of Class A common stock, par value \$0.01 per share | 02/03/2017 | S | 34,039 | D | \$ 78.5314 <u>(4)</u> | 163,889 | I | Shares held by trust. <u>(2)</u> |
| Shares of Class A common stock, par value \$0.01 per share | 02/03/2017 | S | 168,232 | D | \$ 79.2839 <u>(5)</u> | 0 | I | Shares held by trust. <u>(2)</u> |
| Shares of Class A common stock, par value \$0.01 per share | 02/04/2017 | F | 28,628 <u>(6)</u> | 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. <u>(2)</u> |

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)

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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 | 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.

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