

GREENHILL ROBERT F  
Form 4  
September 27, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
GREENHILL ROBERT F

(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)  
09/25/2017

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)  
Chairman

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 Ownership (Instr. 4)
Common Stock	09/25/2017		A	Code V Amount 588,235 (1) (2)	(A) or (D) Price \$ 17 (1) (2)	I	See Footnote (3)
Common Stock					277,545	D	
Common Stock					989,524	I	See Footnote (4)
Common Stock					239,680	I	See Footnote (5)

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

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(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENHILL ROBERT F GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	X			Chairman

## Signatures

/s/ Ricardo Lima, Attorney-in-Fact for Robert F. Greenhill

09/27/2017

\_\_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).

This transaction was entered into pursuant to a subscription agreement by and between Greenhill & Co., Inc. (the "Company") and Socatean Partners, a Connecticut general partnership of which Robert F. Greenhill is managing general partner, which provides that the Company agrees to issue and sell to Socatean Partners, and Socatean Partners agrees to subscribe and purchase from the Company, shares

(1) of the Company's Common Stock, par value \$0.01 per share, at an aggregate purchase price of \$10,000,000 and at a price per share equal to the price per share paid in the Company's upcoming tender offer (the "Tender Offer") or, if the Tender Offer is terminated, at a price per share equal to the volume weighted average trading price of the shares for the 5 consecutive trading days after the day of termination of the Tender Offer.

(2)

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Due to a 1000 character limit, Footnote 2 is a continuation of Footnote 1: The listed amount of shares acquired and the listed price per share paid in this transaction assume the Tender Offer is completed at \$17.00 per share. The actual number of shares issued will depend on whether the Tender Offer is completed and at what price per share.

- (3) These shares of Common Stock are directly owned by Socatean Partners. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

These shares of Common Stock are directly owned by Greenhill Family Partnership, a Delaware Limited Partnership, of which Robert F.

- (4) Greenhill is the general partner. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (5) These shares of Common Stock are directly owned by Riversville Aircraft Corporation II, a Delaware corporation, which is controlled by Robert F. Greenhill.

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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