

GOLD IRWIN
Form 4
May 21, 2018

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 *
GOLD IRWIN

(Last) (First) (Middle)

**C/O HOULIHAN LOKEY,
INC., 10250 CONSTELLATION
BLVD., 5TH FLOOR**

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HOULIHAN LOKEY, INC. [HLI]

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

05/15/2018

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)

EXECUTIVE 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CLASS B COMMON STOCK	<u>(1)</u>	05/15/2018	A		9,152 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	9,152
CLASS B COMMON STOCK	<u>(1)</u>	05/15/2018	Z		9,152 <u>(3) (4)</u>		<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	9,152

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLD IRWIN C/O HOULIHAN LOKEY, INC. 10250 CONSTELLATION BLVD., 5TH FLOOR LOS ANGELES, CA 90067	X	X	EXECUTIVE CHAIRMAN	

Signatures

/s/ J. Lindsey Alley, Attorney-in-Fact for Irwin N.
Gold

05/21/2018

 **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) Class B common Stock is convertible into Class A Common Stock on a one-for-one basis at the option of the holder, upon any transfer and automatically upon the Final Conversion Date (as defined in the Issuer's Registration Statement on Form S-1, as amended (No. 333-205610) concerning the Issuer's initial public offering. The Class B Common Stock has no expiration date.

(2) On May 15, 2018, the Issuer granted 9,152 vested shares of Class B Common Stock to the reporting person pursuant to its 2016 Incentive Award Plan, which are subject to contractual restrictions on transfer which expire in four equal annual installments following the grant date.

(3) Represents shares of Class B Common Stock deposited into the HL Voting Trust (the "Voting Trust"). The reporting person retains investment control and dispositive power over the shares deposited into the Voting Trust.

(4) The reporting person is a trustee of the HL Voting Trust (the "Voting Trust"). The trustees of the Voting Trust have shared voting control over the shares deposited into the Voting Trust. The reporting person has a pecuniary interest in and investment control over the shares reported herein.

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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