

GREENHILL ROBERT F  
Form 4  
November 15, 2018

# 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 \*  
GREENHILL ROBERT F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
GREENHILL & CO., INC., 300  
PARK AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/13/2018

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

(Street)

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

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

NEW YORK, NY 10022

(City) (State) (Zip)

**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) |         |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |         |   |                  |
| Common Stock                    | 11/13/2018                           |  | P                              |   | 208,000   | A  | \$ 22.61                          | 787,710 | I | See Footnote (1) |
| Common Stock                    | 11/14/2018                           |  | P                              |   | 11,770  | A  | \$ 24.17                          | 799,480 | I | See Footnote (1) |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 282,579 | D |                  |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 989,524 | I | See Footnote (2) |

|                 |  |         |   |                        |
|-----------------|--|---------|---|------------------------|
| Common<br>Stock |  | 239,680 | I | See<br>Footnote<br>(3) |
|-----------------|--|---------|---|------------------------|

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

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**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. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

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

## Signatures

Harold J. Rodriguez, Jr., Attorney-in-Fact for Robert F. Greenhill  
 11/14/2018  
 \*\*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).
- These shares of Common Stock are directly owned by Socatean Partners, a Connecticut general partnership of which Robert F. Greenhill (1) is managing general partner. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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- These shares of Common Stock are directly owned by Greenhill Family Partnership, a Delaware Limited Partnership, of which Robert F. Greenhill is the general partner. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (2) 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. 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.