

BOK SCOTT L  
Form 4  
February 07, 2019

**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 \*  
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)

02/05/2019

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 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 or Price		
Common Stock	02/05/2019		M		50,312 A \$ 0		D <sup>(1)</sup>
Common Stock	02/05/2019		F		26,777 D \$ 25.21		D
Common Stock	02/05/2019		M		87,714 A \$ 0		D
Common Stock	02/05/2019		F		46,144 D \$ 25.21		D
Common Stock	02/05/2019		M		62,336 A \$ 0		D

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Common Stock	02/05/2019	F	33,176	D	\$ 25.21	263,917	D	
Common Stock						728,243	I	See Footnote <u>(2)</u>
Common Stock						288,783	I	See Footnote <u>(3)</u>
Common Stock						409,859	I	By grantor retained annuity trust <u>(4)</u>

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 Security (Instr. 3 and 4)	Amount of Underlying Security
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	<u>(5)</u>	02/05/2019		M		50,312	<u>(5)</u>	<u>(5)</u>	Common Stock	50,312
Restricted Stock Units	<u>(6)</u>	02/05/2019		M		87,714	<u>(6)</u>	<u>(6)</u>	Common Stock	87,714
Performance Stock Units	<u>(7)</u>	02/05/2019		M		62,336	<u>(7)</u>	<u>(7)</u>	Common Stock	62,336
Restricted Stock Units	<u>(8)</u>	02/05/2019		A	117,017		<u>(8)</u>	<u>(8)</u>	Common Stock	117,017

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOK SCOTT L GREENHILL & CO., INC.	X		Chief Executive Officer	

300 PARK AVENUE  
NEW YORK, NY 10022

## Signatures

/s/ Harold J. Rodriguez, Jr., Attorney-in-Fact for Scott  
L. Bok

02/07/2019

\_\_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, Mr. Bok 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, of which the remaining 169,652 shares on November 16, 2018 reverted back to Mr. Bok pursuant to the terms of such trust.

(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.

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

(4) On November 7, 2018, Mr. Bok contributed 409,859 shares of Greenhill & CO., Inc. Common Stock to a grantor retained annuity trust for the benefit of himself and his tow children.

(5) This restricted stock unit award was granted on February 4, 2014 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in full on January 1 of the fifth calendar year following the grant date and are subject to payment within 75 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. On February 4, 2019, the vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(6) 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 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. On February 4, 2019, the restricted stock award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(7) These Performance-Based Restricted Stock Units ("PRsUs") were granted on January 27, 2016, but were conditional upon Greenhill & Co., Inc. (the "Issuer") meeting certain growth performance goals between January 1, 2016 and December 31, 2018 (the "Performance Period"). On January 30, 2019, the Compensation Committee of the Issuer's Board of Directors determined the extent to which the Issuer met the performance goals for the Performance Period and the number of PRsUs that vested for the Reporting Person. Each PRsU represents the right to receive one share of Common Stock. On February 4, 2019, the vesting of this PRsU was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(8) This restricted stock unit award was granted on February 4, 2019 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in full on January 1 of the fifth calendar year following the grant date and are subject to payment within 75 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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