

Evercore Partners Inc.
Form 4
December 12, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Altman Roger C

(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)
12/09/2016

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)

Founder and Senior 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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Shares of Class A common stock, par value \$0.01 per share | 12/09/2016 | | A ⁽¹⁾ | | 89 | A | \$ 0 306,442 | D |
| Shares of Class A common stock, par value \$0.01 per share | 12/09/2016 | | A ⁽²⁾ | | 89 | A | \$ 0 306,531 | D |

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| | | | | | | | | |
|--|------------|------------------|-----|---|------|---------|---|-------------------------------------|
| Shares of Class A common stock, par value \$0.01 per share | 12/09/2016 | A ⁽³⁾ | 229 | A | \$ 0 | 306,760 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 12/09/2016 | A ⁽⁴⁾ | 449 | A | \$ 0 | 307,209 | D | |
| Shares of Class A common stock, par value \$0.01 per share | | | | | | 50,000 | I | See footnote. ⁽⁵⁾ |
| 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 in trust. ⁽⁶⁾ |

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, | 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| | | | | |
|------|---------------------|--------------------|-------|--|
| | 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 |
| Altman Roger C C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | X | | Founder and Senior Chairman | |

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact

12/12/2016

__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 are dividend equivalents in the form of restricted stock units on 18,286 unvested underlying RSUs awarded on February 12, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 12, 2013.

(2) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 18,388 unvested underlying RSUs awarded on February 11, 2014. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 11, 2014.

(3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 47,397 unvested underlying RSUs awarded on February 18, 2015. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2015.

(4) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 93,125 unvested underlying RSUs awarded on February 17, 2016. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 17, 2016.

(5) These shares of Class A common stock are held for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class A common stock held by the trust and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class A common stock for the purposes of Section 16 or any other purpose.

(6) This share of Class B common stock is held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of this share of Class B common stock and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.

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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