

BOK SCOTT L
Form 4
September 27, 2017

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

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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 *
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)
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)

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	(A) or (D)	Price			
Common Stock	09/25/2017		A		470,588 <u>(1)</u> <u>(2)</u>	A	\$ 17 <u>(1)</u> <u>(2)</u>	608,739	D	
Common Stock	09/25/2017		A		117,647 <u>(1)</u> <u>(2)</u>	A	\$ 17 <u>(1)</u> <u>(2)</u>	142,647	I	See Footnote (3)
Common Stock								320,552	I	By grantor retained annuity trust (4)
								288,783	I	

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Purchasers agree to subscribe and purchase from the Company, shares 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) 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 these transactions 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 Bok Family Partners L.P. Mr. Bok disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) 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 79,448 shares reverted back to Mr. Bok on November 16, 2016 pursuant to the terms of such trust.
- (5) These shares of Common Stock are directly owned by the Bok Family Foundation. Mr. Bok expressly disclaims beneficial ownership of these securities.

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.