

Evercore Partners Inc.  
Form 4  
February 06, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHLOSSTEIN RALPH**

(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)  
**02/02/2017**

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)

President and CEO

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  | (A) or (D) | Price                                                                                         |                                                          |                                                       |                                  |
| Shares of Class A common stock, par value \$0.01 per share | 02/02/2017                           |                                                    | C                              |                                                                   | 263,822 | A          | <u>1</u>                                                                                      | 263,822                                                  | I                                                     | Shares held by trust. <u>(2)</u> |
| Shares of Class A common stock, par value                  | 02/02/2017                           |                                                    | S                              |                                                                   | 61,551  | D          | \$ 77.683 <u>(3)</u>                                                                          | 202,271                                                  | I                                                     | Shares held by trust. <u>(2)</u> |

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\$0.01 per  
share

Shares of  
Class A  
common

stock, par 02/03/2017  
value

\$0.01 per  
share

S

34,039

D

\$

78.5314

163,889

I

Shares  
held by  
trust. <sup>(2)</sup>

(4)

Shares of  
Class A  
common

stock, par 02/03/2017  
value

\$0.01 per  
share

S

168,232

D

\$

79.2839

0

I

Shares  
held by  
trust. <sup>(2)</sup>

(5)

Shares of  
Class A  
common

stock, par 02/04/2017  
value

\$0.01 per  
share

F

28,628  
(6)

D

\$ 78.925

127,616

D

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 by  
trust. <sup>(2)</sup>

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

**Persons who respond to the collection of  
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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                                                              |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                                                        | Amount or<br>Number of<br>Shares |
| Partnership<br>Units of<br>Evercore<br>LP           | (7)                                                                   | 02/02/2017                              |                                                             | C                                       | 263,822                                                                                                   | (7)                                                            | (7)                                                                 | Shares of<br>Class A<br>common<br>stock,<br>par value<br>\$0.01 per<br>share | 263,822                          |
| Partnership<br>Units of<br>Evercore<br>LP           | (7)                                                                   |                                         |                                                             |                                         |                                                                                                           | (7)                                                            | (7)                                                                 | Shares of<br>Class A<br>common<br>stock,<br>par value<br>\$0.01 per<br>share | 927,644                          |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                   |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer           | Other |
| SCHLOSSTEIN RALPH<br>C/O EVERCORE PARTNERS INC.<br>55 EAST 52ND STREET<br>NEW YORK, NY 10055 | X             |           | President and CEO |       |

## Signatures

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

02/06/2017

\*\*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 were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.  
These securities are held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of these securities and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.
- (2)
- (3)

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This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$77.55 to \$77.75 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

- (4) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$78.00 to \$78.99 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

- (5) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$79.00 to \$79.88 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

- (6) These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock unit awards.

- (7) Pursuant to the Certificate of Incorporation of Evercore Partners Inc., Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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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