

Silvercrest Asset Management Group Inc.
 Form 4/A
 April 20, 2015

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 *
JAFFE MARTIN

2. Issuer Name and Ticker or Trading Symbol
Silvercrest Asset Management Group Inc. [SAMG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
C/O SILVERCREST ASSET MGMT. GROUP, INC., 1330 AVENUE OF THE AMERICAS, 38TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2013

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

(Street)
NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)
07/02/2013

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B common stock, par value \$0.01 ⁽¹⁾ ₍₂₎ | 07/02/2013 | | S | V | 463,468 | D | |
| | | | | (A) or (D) | \$ 0.01 | | |
| | | | | | 926,914 | D | |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Par or Other Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|---|--|
| Class B Units ⁽³⁾ <u>(4)</u> <u>(5)</u> | <u>(3)</u> | 07/02/2013 | | S | 463,468 | <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> | Class A common stock, par value \$0.01 | 463,468 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JAFFE MARTIN C/O SILVERCREST ASSET MGMT. GROUP, INC. 1330 AVENUE OF THE AMERICIAS, 38TH FLOOR NEW YORK, NY 10019 | | | X | |

Signatures

/s/ Martin Jaffe 04/14/2015

 Date
**Signature of Reporting Person

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) Holders of Class B common stock are not entitled to participate in any dividends or other distributions made by Silvercrest Asset Management Group Inc. (the "Corporation") to holders of its capital stock (except for the right to receive the par value thereof upon the Corporation's liquidation or dissolution).
- (2) Each share of Class B common stock entitles the holder to one (1) vote per share on all matters submitted to a vote of the Corporation's common stockholders. Shares of Class B common stock are not transferable unless transferred concurrently with the corresponding Class B unit and with the consent of the Corporation and Silvercrest L.P. The Corporation purchased the Class B common stock in connection with its purchase of a corresponding number of Class B Units of Silvercrest L.P. for an aggregate of approximately \$4.6 million.
- (3) Pursuant to the second amendment and restatement of Silvercrest L.P.'s limited partnership agreement, dated as of November 13, 2012 (the "Amended LPA") and effective as of June 26, 2013, among the Corporation, as the general partner post-reorganization of Silvercrest

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L.P., Silvercrest GP LLC, as the general partner pre-reorganization of Silvercrest L.P. and the holder of certain units of Silvercrest L.P. and the holders of such reclassified units of Silvercrest L.P., each Class B unit is exchangeable for a share of Class A common stock of the Corporation, subject to the timing and volume limitations set forth in the Amended LPA.

- (4) Pursuant to the Amended LPA and an exchange agreement entered into among the Corporation and holders of Class B units (the "Exchange Agreement"), no Class B units may be exchanged for Class A common stock prior to January 2, 2014, unless the employment of a holder of Class B units is terminated, at which time, other than in the case of retirement or a termination for cause, all Class B units automatically are exchanged for shares of Class A common stock.

- (5) Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 6 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.

- (6) On or after January 2, 2014, holders of Class B units will be permitted to sell shares of Class A common stock issued upon exchange of Class B units during the first 10-day period of the open trading window of each quarter by submitting a request to the Executive Committee of Silvercrest L.P. to sell a specified number of shares, subject to the sole discretion of the Executive Committee.

Remarks:

This Form 4 is amended solely to indicate that the form filed on July 2, 2013 was not an exit filing.

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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