

Silvercrest Asset Management Group Inc.  
 Form 4  
 August 07, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 MESSINA AL

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 MANAGEMENT GROUP, 1330 AVE. OF THE AMERICAS, 38TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 08/06/2015

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

(Street)  
 NEW YORK, NY 10019

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

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 required to respond unless the form displays a currently valid OMB control number.**

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 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. P... Deri... Secu... (Inst... |                 |                         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|-----------------|-------------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                 | Expiration Date | Title                   | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(1)</u>   | 08/06/2015                           |  | A                              |   | 38,023   |   | <u>(2)</u>                       | <u>(2)</u>      | See footnote <u>(1)</u> | 38,023                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MESSINA AL<br>C/O SILVERCREST ASSET MANAGEMENT GROUP<br>1330 AVE. OF THE AMERICAS, 38TH FLOOR<br>NEW YORK, NY 10019 |               | X         |         |       |

## Signatures

/s/ Lily C. Desmond - Attorney-in-Fact 08/07/2015

\_\_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) Each RSU represents the right to receive a Class B Unit in Silvercrest L.P., each of which is paired with a share of Class B Common Stock of Silvercrest Asset Management Inc. (the "Company"). The Class B Units are exchangeable on a one-for-one basis for Class A Common Stock of the Company upon the terms and subject to the conditions set forth in the Exchange Agreement, dated as of June 26, 2014. Class B Common Stock corresponding to the Class B Units are automatically cancelled upon such conversion.
- (2) Twenty-five percent of the restricted stock units ("RSUs") granted vest and settle on each of the first, second, third and fourth anniversaries of August 6, 2015, the grant date.

### Remarks:

Exhibit 24 - Power of Attorney

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.