

Silvercrest Asset Management Group Inc.
Form 4
November 21, 2013

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 *
COCHRAN GEORGE MOFFETT

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2013

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

C/O SILVERCREST ASSET MANAGEMENT GROUP I, 1330 AVENUE OF THE AMERICAS, 38TH FLOOR

(Street)

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

NEW YORK, NY 10019

(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)
			Code	V	Amount		
Class B common stock, par value \$0.01 ⁽¹⁾ _{(2) (5)}	11/18/2013		J ⁽²⁾⁽⁵⁾	V	1,856,844 _{(2) (3) (5)}	D	
Class B common stock, par	11/18/2013		J ⁽²⁾⁽⁵⁾	V	143,083 _{(2) (4)}	D	Trustee

value
\$0.01 ⁽¹⁾
(2) (5)

Class A
common
stock, par 11/18/2013 J⁽²⁾(5) V 1,856,844 A (5) 1,856,854 ⁽²⁾
value (3) (5) (6) D
\$0.01 (5)

Class A
common
stock, par 11/18/2013 J⁽²⁾(5) V 143,083 A (5) 143,083 ⁽²⁾
value (3) (5) I Trustee
\$0.01 (5)

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

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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B units <u>(5)</u>	\$ 0.01	11/18/2013		J ⁽⁵⁾	V 1,856,844 <u>(3)</u> <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Class A common stock, par value \$0.01 1,856,844 <u>(3)</u> <u>(5)</u>
Class B units <u>(5)</u>	\$ 0.01	11/18/2013		J ⁽⁵⁾	V 143,083 <u>(4)</u> <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Class A common stock, par value \$0.01 143,083 <u>(4)</u> <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COCHRAN GEORGE MOFFETT
C/O SILVERCREST ASSET MANAGEMENT GROUP I
1330 AVENUE OF THE AMERICAS, 38TH FLOOR
NEW YORK, NY 10019

X

Signatures

/s/ David
Campbell

11/21/2013

**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) 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 Corporation's liquidation or dissolution). 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.
- (2) Each Class B unit of Silvercrest L.P. is paired with a share of Class B common stock. Whenever a Class B unit is exchanged for a share of Class A common stock, a share of Class B common stock is forfeited and redeemed by the Corporation for its par value.
- (3) This amount does not include any shares or units, as applicable, owned by the Moffett Cochran GRAT 2010 of which Mr. Cochran is the trustee.
- (4) Amount of shares or units, as applicable, owned by the Moffett Cochran GRAT 2010 of which Mr. Cochran is the trustee.
- (5) 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 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., all Class B units held by a holder are automatically converted into Class A common stock upon the death of a holder. Mr. Cochran passed away on November 18, 2013.
- (6) Includes Class A common stock sold to Mr. Cochran at a purchase price of \$10.00 per share on May 7, 2012.

Remarks:

David Campbell is Secretary and General Counsel of Silvercrest Asset Management Group Inc.

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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