

GREENHILL ROBERT F

Form 4

September 27, 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 *
GREENHILL ROBERT F

(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)

Chairman

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)
Common Stock	09/25/2017		A	Amount (1) (2) 588,235	Price (1) (2) \$ 17 588,235	I	See Footnote (3)
Common Stock					277,545	D	
Common Stock					989,524	I	See Footnote (4)
Common Stock					239,680	I	See Footnote (5)

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREENHILL ROBERT F GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	X Chairman

Signatures

/s/ Ricardo Lima, Attorney-in-Fact for Robert F.
Greenhill

09/27/2017

__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).

This transaction was entered into pursuant to a subscription agreement by and between Greenhill & Co., Inc. (the "Company") and Socatean Partners, a Connecticut general partnership of which Robert F. Greenhill is managing general partner, which provides that the Company agrees to issue and sell to Socatean Partners, and Socatean Partners agrees to subscribe and purchase from the Company, shares

(1) 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)

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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 this transaction 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 Socatean Partners. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

These shares of Common Stock are directly owned by Greenhill Family Partnership, a Delaware Limited Partnership, of which Robert F.

- (4) Greenhill is the general partner. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (5) These shares of Common Stock are directly owned by Riversville Aircraft Corporation II, a Delaware corporation, which is controlled by Robert F. Greenhill.

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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