

HOULIHAN LOKEY, INC.

Form 4

March 17, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ORIX HLHZ Holding LLC

(Last) (First) (Middle)

1717 MAIN STREET, SUITE 1100,

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HOULIHAN LOKEY, INC. [HLI]3. Date of Earliest Transaction
(Month/Day/Year)
03/15/20174. 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)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	(D)	Price

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

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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)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Class B Common Stock	(1)	03/15/2017	S(2)	900,000	(1)	(1)	Class A Common Stock	900,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORIX HLHZ Holding LLC 1717 MAIN STREET, SUITE 1100 DALLAS, TX 75201		X		
ORIX CORP WORLD TRADE CENTER BLDG. 2-4-1 HAMAMATSU-CHO, MINATO-KU TOKYO, MO 105 6135		X		

Signatures

ORIX Corporation, By: /s/ Hideto Nishitani, Executive Officer

03/17/2017

__Signature of Reporting Person

Date

ORIX HLHZ Holding LLC, By: ORIX OpCo Holdings, LLC, its managing member, By:
ORIX Capital Markets, LLC, its managing member, by: /s/ Paul Wilson, Chief Financial
Officer

03/17/2017

__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) Convertible into Class A Common Stock on one-for-one basis, upon transfer or final conversion dates.

(2) Sale to Issuer of an additional 900,000 shares of Class B Common Stock, with settlement to occur on April 5, 2017. Prior to settlement, the Reporting Person will retain all voting rights in respect of such shares. Pursuant to an existing purchase agreement, this sale of additional shares was effective upon the March 15, 2017 closing of the underwriters' optional purchase of additional shares of Class A common stock from the Issuer as part of the Issuer's recent registered offering.

(3) Owned directly by ORIX HLHZ Holding LLC. Also owned indirectly, through subsidiaries, by ORIX Corporation.

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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