

CRAIN CHRISTOPHER M

Form 4

May 21, 2018

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

OMB APPROVAL

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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 *
CRAIN CHRISTOPHER M

(Last) (First) (Middle)

C/O HOULIHAN LOKEY,
INC., 10250 CONSTELLATION
BLVD., 5TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HOULIHAN LOKEY, INC. [HLI]3. Date of Earliest Transaction
(Month/Day/Year)
05/15/20184. 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)

GENERAL COUNSEL

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
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displays a currently valid OMB control
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CLASS B COMMON STOCK	<u>(1)</u>	05/15/2018	A		2,388 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	2,388
CLASS B COMMON STOCK	<u>(1)</u>	05/15/2018	A		505 <u>(3)</u>		<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	505
CLASS B COMMON STOCK	<u>(1)</u>	05/15/2018	F			251	<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	251
CLASS B COMMON STOCK	<u>(1)</u>	05/15/2018	Z			2,642 <u>(4)</u>	<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	2,642

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CRAIN CHRISTOPHER M C/O HOULIHAN LOKEY, INC. 10250 CONSTELLATION BLVD., 5TH FLOOR LOS ANGELES, CA 90067	GENERAL COUNSEL

Signatures

/s/ J. Lindsey Alley, Attorney-in-Fact for Christopher M. Crain
 Crain
 **Signature of Reporting Person
 05/21/2018
 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).
- Class B common Stock is convertible into Class A Common Stock on a one-for-one basis at the option of the holder, upon any transfer
- (1) and automatically upon the Final Conversion Date (as defined in the Issuer's Registration Statement on Form S-1, as amended (No. 333-205610) concerning the Issuer's initial public offering. The Class B Common Stock has no expiration date.
- On May 15, 2018, the Issuer granted 2,388 vested shares of Class B Common Stock to the reporting person pursuant to its 2016 Incentive
- (2) Award Plan, which are subject to contractual restrictions on transfer which expire in four equal annual installments following the grant date.
- (3) On May 15, 2018, the Issuer issued 505 vested shares of Class B Common Stock to the reporting person upon vesting of fixed dollar awards pursuant to its 2016 Incentive Award Plan.

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- (4) Represents shares of Class B Common Stock deposited into the HL Voting Trust (the "Voting Trust"). The reporting person retains investment control and dispositive power over the shares deposited into the Voting Trust.

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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