

Evercore Partners Inc.  
Form 4  
February 06, 2017

**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 \*  
**SCHLOSSTEIN RALPH**

(Last) (First) (Middle)

**C/O EVERCORE PARTNERS  
INC., 55 EAST 52ND STREET**

(Street)

**NEW YORK, NY 10055**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Evercore Partners Inc. [EVR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/02/2017**

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)

**President and CEO**

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	(A) or (D)	Price
Shares of Class A common stock, par value \$0.01 per share	02/02/2017		C		263,822	A	<u>(1)</u>
							263,822
							I
							Shares held by trust. <u>(2)</u>
Shares of Class A common stock, par value	02/02/2017		S		61,551	D	<u>(3)</u>
							\$ 77.683
							202,271
							I
							Shares held by trust. <u>(2)</u>

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\$0.01 per share								
Shares of Class A common stock, par value \$0.01 per share	02/03/2017	S	34,039	D	\$ 78.5314 <u>(4)</u>	163,889	I	Shares held by trust. <u>(2)</u>
Shares of Class A common stock, par value \$0.01 per share	02/03/2017	S	168,232	D	\$ 79.2839 <u>(5)</u>	0	I	Shares held by trust. <u>(2)</u>
Shares of Class A common stock, par value \$0.01 per share	02/04/2017	F	28,628 <u>(6)</u>	D	\$ 78.925	127,616	D	
Shares of Class B common stock, par value \$0.01 per share						1	D	
Shares of Class B common stock, par value \$0.01 per share						1	I	Share held by trust. <u>(2)</u>

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)



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This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$77.55 to \$77.75 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

(4) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$78.00 to \$78.99 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

(5) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$79.00 to \$79.88 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.

(6) These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock unit awards.

(7) Pursuant to the Certificate of Incorporation of Evercore Partners Inc., Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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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