

CRAIN CHRISTOPHER M
 Form 4
 February 04, 2019

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)
 01/31/2019

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)
 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	(A) or (D)	Price	
CLASS A COMMON STOCK	01/31/2019		C		1,000 (1)	A	\$ 0	1,000	D
CLASS A COMMON STOCK	01/31/2019		S		1,000	D	\$ 44.08 (2)	0	D

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

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number.

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 (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)	Amount or Number of Shares
CLASS B COMMON STOCK	(3)	01/31/2019		C	1,000	(3) (3)	CLASS A COMMON STOCK	1,000
CLASS B COMMON STOCK	(3)					(3) (3)	CLASS A COMMON STOCK	53,754

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

02/04/2019

__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) Represents Class A Common Stock received upon conversion of Class B Common Stock.

(2) Per share price reflects the weighted average price in a series of open market sales on January 31, 2019 at prices ranging from \$44.00 per share to \$44.23 per share. The reporting person undertakes to provide to Houlihan Lokey, Inc., any security holder of Houlihan Lokey, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range identified in this footnote.

(3) 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 and automatically upon the Final Conversion Date (as defined in the Issuer's Registration Statement on Form S-1, as amended (No.

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333-205610) concerning the Issuer's initial public offering. The Class B Common Stock has no expiration date.

- (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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