

Evercore Partners Inc.
Form 4
September 14, 2015

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

OMB
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(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)
09/11/2015

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) |
|---|---|---|---|--|--|--|---|
| Shares of Class A common stock, par value \$0.01 per share | 09/11/2015 | | A ⁽¹⁾ | 93 A \$ 0 | 645,161 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 09/11/2015 | | A ⁽²⁾ | 39 A \$ 0 | 645,200 | D | |

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Shares of
Class A
common
stock, par
value \$0.01
per share

09/11/2015

A⁽³⁾

270

A

\$ 0

645,470

D

Shares of
Class A
common
stock, par
value \$0.01
per share

09/11/2015

A⁽⁴⁾

141

A

\$ 0

645,611

D

Shares of
Class A
common
stock, par
value \$0.01
per share

09/11/2015

A⁽⁵⁾

159

A

\$ 0

645,770

D

Shares of
Class A
common
stock, par
value \$0.01
per share

09/11/2015

A⁽⁶⁾

234

A

\$ 0

646,004

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
in trust ⁽⁷⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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 | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|---------------------------|---------------|---|----------------------------------|----------------|-----------|--|---------------------------|---------------------------|----------------|
|---------------------------|---------------|---|----------------------------------|----------------|-----------|--|---------------------------|---------------------------|----------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Security Beneficial Owner Following Reportable 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 |
| SCHLOSSTEIN RALPH C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | X | | President and CEO | |

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact

_____*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) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 17,133 unvested underlying RSUs awarded on February 6, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 6, 2012.
- (2) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 7,181 unvested underlying RSUs awarded on February 15, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 15, 2012.
- (3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 50,000 unvested underlying RSUs awarded on January 29, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on January 29, 2013.
- (4) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 26,075 unvested underlying RSUs awarded on February 12, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 12, 2013.
- (5) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 29,305 unvested underlying RSUs awarded on February 11, 2014. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 11, 2014.
- (6) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 43,264 unvested underlying RSUs awarded on February 18, 2015. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2015.

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- This share of Class B common stock is held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial
- (7) ownership of this share of Class B common stock and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.

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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