

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * MAHMOODZADEGAN NAVID (Last) (First) (Middle) C/O MOELIS & COMPANY, 399 PARK AVENUE, 5TH FLOOR (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Moelis & Co [MC] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/24/2014</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Managing Director 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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, par value \$0.01 (1)	11/24/2014		M		369249	A	(2)	369249	I	By trust (1)
Class A common stock, par value \$0.01 (3)	11/24/2014		M		54647	A	(2)	54647	I	By trust (3)
Class A common stock, par value \$0.01 (1)	11/24/2014		S		369249	D	\$31.75 (4)	0	I	By trust (1)
Class A common stock, par value \$0.01 (3)	11/24/2014		S		54647	D	\$31.75 (4)	0	I	By trust (3)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Restricted Stock Units (5)	\$0.00 (6)	11/24/2014		A		2254 (6)		(6)	(6)	Class A Common Stock, par value \$0.01	2254	\$0.00	62599	D	
Partnership Interests (1)(7)	(2)	11/24/2014		M		369249		(8)	(8)	Class A Common stock, par value \$0.01	369249	(2)	3210541	I	By trust (1)
Partnership Interests (3)(7)	(2)	11/24/2014		M		54647		(8)	(8)	Class A common stock, par value \$0.01	54647	(2)	475150	I	By trust (3)

Explanation of Responses:

- (1) Represents transaction by Mahmoodzadegan-Gappy Trust, of which Mr. Mahmoodzadegan is a beneficiary. Mr. Mahmoodzadegan shares voting and dispositive power over the assets of the trust.
- (2) In connection with the public offering of Moelis & Company common stock closed on November 24, 2014, certain of the holder's partnership interests ("Partnership Interests") in Moelis & Company Partner Holdings LP ("Partner Holdings") were exchanged for an equal number of Class A partnership units ("Group Units") in Moelis & Company Group LP ("Group LP") and the Group Units were exchanged for an equal number of shares of Moelis & Company Class A common stock. The exchanges were approved by the Company's board of directors under Rule 16b-3.
- (3) Represents transaction by Mahmoodzadegan-Gappy Annuity Trust, of which Mr. Mahmoodzadegan is a beneficiary.
- (4) From this price, the holder paid an underwriting discount of \$1.349375 per share to the underwriters in connection with the offering.
- (5) Each Restricted Stock Unit represents the right to receive upon settlement either, at Moelis & Company's option, a share of Class A common stock or an amount of cash equal to the fair market value of such share.

- (6) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on April 15, 2014 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs. Issuance of dividend equivalents was approved by the Company's board of directors pursuant to Rule 16b-3.
- (7) Partnership Interests are exchangeable for an equal number of Group Units. Each Group Unit is exchangeable for a share of Moelis & Company Class A common stock (subject to customary adjustments) or cash, at Group LP's option.
- (8) Pursuant to Group LP's agreement of limited partnership, Group Units held by the reporting person are not exchangeable for Moelis & Company Class A common stock until the expiration or waiver of certain lockup periods, commencing on the fourth anniversary of the closing of the initial public offering of Moelis & Company Class A common stock. The form of Group LP's agreement of limited partnership has been filed as an exhibit to Moelis & Company's registration statement on Form S-1 (File No. 333194306) dated April 8, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHMOODZADEGAN NAVID C/O MOELIS & COMPANY 399 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10022	X		Managing Director	

Signatures

/s/ Osamu Watanabe as attorney-in-fact for Navid Mahmoodzadegan

11/26/2014

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.