

FORM 4

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

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OMB Number: 3235-0287
Estimated average burden
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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MOELIS KENNETH		Moelis & Co [MC]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O MOELIS & COMPANY, 399 PARK AVE, 5TH FLOOR		4/15/2014			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10022		4/17/2014		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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 (1)	4/15/2014		A		16800	A	\$25.00	16800	I	By Partnership (1)

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				
MAM Incentive Restricted Stock Units (Right to Buy) (2)	(3)	4/15/2014		S		16800		(4)	(4)	Class A Common Stock	16800	\$25	0	I	By Partnership (5)
Stock Options (Right to Buy) (6)	\$25.00 (7)	4/15/2014		A		67345		(6)	4/22/2020	Class A Common Stock	67345	\$7.31	67345	I	By Partnership (8)
MAM Employee Stock Options (Right to Buy) (9)	\$25.00 (7)	4/15/2014		S		67345		(9)	4/22/2020	Class A Common Stock	67345	\$7.31	0	I	By Partnership (10)

Explanation of Responses:

- Class A Common Stock held by Moelis Asset Management ("MAM"). Mr. Moelis has voting and dispositive power over the Class A Common Stock as a result of his controlling interest in MAM. As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO of Moelis & Company (the "Company"), MAM purchased the shares from the Company in order for MAM to grant Restricted Stock Units to certain MAM employees (the "MAM Employee RSUs"). MAM purchased the Common Stock for \$25.00. These transactions were approved by the Company's Board under Section 16b-3.
- As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased Class A Common Stock from the Company and subsequently granted the MAM Employee RSUs to certain MAM employees.
- Each MAM Employee RSU represents the right to receive upon settlement either, at the Company's option, a share of Class A common stock or an amount of cash equal to the fair market value of such share.
- The MAM Employee RSUs vest in equal installments on April 22, 2017, April 22, 2018 and April 22, 2019.
- Represents MAM Employee RSUs granted by MAM to certain MAM employees. Mr. Moelis had dispositive power over the MAM Employee RSUs as a result of his controlling interest in MAM. As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased Class A Common Stock from the Company in order for MAM to grant MAM Employee RSUs to certain MAM employees. The MAM Employee RSUs were not granted under the Moelis & Company 2014 Omnibus Incentive Plan (the "Plan").
- As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased options to purchase

shares of the Company's Class A common stock (the "Options") from the Company in order for MAM to grant MAM Employee Stock Options (the "MAM Employee Options") to certain MAM employees. These Options are exercisable at any time and expire on April 22, 2020.

- (7) On December 2, 2014, the strike price was revised to \$24.00.
- (8) Represents Options held by MAM. Mr. Moelis shares dispositive power over the Options as a result of his controlling interest in MAM. As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased the Options from the Company in order for MAM to grant MAM Employee Options to certain MAM employees. MAM purchased the Options for fair value based on a Black Scholes modeled price. The Options were not granted under the Plan. These transactions were approved by the Company's Board under Section 16b-3.
- (9) As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased the Options in order for MAM to grant MAM Employee Stock Options to certain MAM employees. The MAM Employee Options vest in installments of 25% on April 22, 2017, 25% on April 22, 2018 and 50% on April 22, 2019. The MAM Employee Options expire on April 22, 2020.
- (10) Represents MAM Employee Options granted by MAM to certain MAM employees. Mr. Moelis had dispositive power over the MAM Employee Options as a result of his controlling interest in MAM. As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased The Options from the Company in order for MAM to grant MAM Employee Options to certain MAM employees. The MAM Employee Options were not granted under the Plan.

Remarks:

This amended Form 4 is being filed to add securities owned by Moelis Asset Management L.P. The reporting person has a controlling interest in Moelis Asset Management L.P. The securities were inadvertently excluded from the reporting persons initial Form 4 filing.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOELIS KENNETH C/O MOELIS & COMPANY 399 PARK AVE, 5TH FLOOR NEW YORK, NY 10022	X	X	Chairman and CEO	

Signatures

/s/ Osamu Watanabe as attorney-in-fact for Kenneth Moelis

2/12/2016

**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.

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