

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

<b>1. Name and Address of Reporting Person *</b>  <b>Cantor Eric</b>  (Last) (First) (Middle)  <b>C/O MOELIS &amp; COMPANY, 399 PARK AVENUE, 5TH FLOOR</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Moelis &amp; Co [ MC ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>MD &amp; Vice Chairman</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/28/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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			

**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				
<b>2018 Incentive RSUs (September)</b>	\$0 (1)(6)	9/28/2018		A		1769		(1)(2)(3)	(4)	Class A Common Stock	1769 (5)	\$0 (1)(6)	1769	D	

**Explanation of Responses:**

- (1) Grant of Restricted Stock Units ("RSUs") pursuant to the employment agreement between Mr. Cantor and Moelis & Company Group LP ("Group LP"), described in the Company's Form 8-K dated September 2, 2014, and the Moelis & Company 2014 Omnibus Incentive Plan.
- (2) The RSUs will vest in equal installments on September 30, 2019, September 30, 2020, September 30, 2021, September 30, 2022 and September 30, 2023.
- (3) If after September 30, 2020, Mr. Cantor notifies Group LP of his intent to terminate his employment to take a full-time elected or appointed position in federal government, state government, or national political party, the RSUs will continue to vest on their vesting schedule, subject to not engaging in certain detrimental activities; provided if applicable ethics rules for such position prohibit ownership of the unvested RSUs, such RSUs shall vest as of his commencement of such position.
- (4) The RSUs will be forfeited if Group LP terminates Mr. Cantor for cause or if Mr. Cantor terminates his employment other than (i) for good reason or (ii) after September 30, 2020 to take a full-time elected or appointed position in federal government, state government, or a national political party.
- (5) RSUs granted based on \$56.51 per share of Class A common stock, which was the average closing price of the Company's common stock on the five trading days prior to September 28, 2018.
- (6) Each RSU represents the right to receive upon settlement, at the Company's option, either one share of Class A common stock or an amount of cash equal to the fair market value of such share. Grant of Restricted Stock Units pursuant to the Moelis & Company 2014 Omnibus Incentive Plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Cantor Eric C/O MOELIS &amp; COMPANY 399 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10022</b>	<b>X</b>		<b>MD &amp; Vice Chairman</b>	

**Signatures**

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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