

# 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 * <b>SIMON JOSEPH</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)		2. Issuer Name and Ticker or Trading Symbol <b>Moelis &amp; Co [ MC ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) <b>Chief Financial Officer</b>	
		3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/1/2014</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> X Form filed by One Reporting Person ____ 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			

**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
<b>Partnership Interests (1)</b>	<b>\$31.75 (4)</b>	<b>12/1/2014</b>		<b>D (2)</b>		<b>982</b>		<b>(3)</b>	<b>(3)</b>	<b>Class A Common Stock, par value \$0.01</b>	<b>982</b>	<b>\$31.75 (4)</b>	<b>38531</b>	<b>D</b>	

**Explanation of Responses:**

- Represents partnership interests in Moelis & Company Partner Holdings LP ("Partner Holdings") which are exchangeable for Class A partnership units in Moelis & Company Group LP ("Group LP"). Each Group LP Class A partnership unit is exchangeable for a share of Moelis & Company Class A common stock (subject to customary adjustments) or cash, at Group LP's option.
- Pursuant to the underwriting agreement for the November 24, 2014 public offering of Moelis & Company Class A common stock, the underwriters exercised their option to purchase additional shares of common stock from the Company as part of the offering. In connection with the closing of such exercise on December 1, 2014, Moelis & Company purchased such Partnership Interests from the reporting person using proceeds received from the underwriters. The transaction was approved by the Company's board of directors pursuant to Rule 16b-3.
- Pursuant to Group LP's agreement of limited partnership, Group LP Class A partnership units held by the reporting person are not exchangeable for Moelis & Company Class A common stock until the expiration or waiver of certain lock-up 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.333-194306) dated April 8, 2014.
- The reporting person has reimbursed the purchaser, Moelis & Company, out of this price an underwriting discount of \$1.349375 per share paid by the purchaser to the underwriters in connection with the offering.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>SIMON JOSEPH C/O MOELIS &amp; COMPANY 399 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10022</b>			<b>Chief Financial Officer</b>	

**Signatures**

/s/ Osamu Watanabe as attorney-in-fact for Joseph Simon

\*\* Signature of Reporting Person

12/1/2014

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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