

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

### 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)	
<b>MAHMOODZADEGAN NAVID</b>		<b>Moelis &amp; Co [ MC ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Co-President, MD</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O MOELIS &amp; COMPANY, 399 PARK AVENUE, 5TH FLOOR</b>		<b>10/27/2020</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK, NY 10022</b>				<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)	10/27/2020		M		1089255	A	(2)	1089255	I	By Trust (1)
Class A Common Stock (3)	10/27/2020		M		106583	A	(2)	106583	I	By Trust (3)
Class A Common Stock (1)	10/27/2020		S		1089265	D	\$38.55	0	I	By Trust (1)
Class A Common Stock (3)	10/27/2020		S		106583	D	\$38.55	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				
Partnership Interests (4)	(2)	10/27/2020		M		1089255		(5)	(5)	Class A Common Stock, par value \$0.01	1089255	(2)	10	I	By Trust (1)
Partnership Interests (4)	(2)	10/27/2020		M		106583		(5)	(5)	Class A Common Stock, par value \$0.01	106583	(2)	0	I	By Trust (3)

#### Explanation of Responses:

- 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.
- On October 27, 2020 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.
- Represents transaction by Mahmoodzadegan-Gappy 2010 Irrevocable Trust. Mr. Mahmoodzadegan may have indirect voting power and dispositive power over the assets of the trust as a result of his relationship to the trustee.
- 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.
- 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

**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		Co-President, MD	

**Signatures**

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

10/29/2020

\*\*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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