

# 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>CRAIN ELIZABETH</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>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/6/2018</b></p>	<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>Chief Operating Officer</b>  <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
Partnership Interests (1)	\$60.16	8/6/2018		D (2)		34383		(3)	(3)	Class A Common Stock, par value \$0.01	34383	\$60.16	74102	D	
Partnership Interest (1),(4)	\$60.16	8/6/2018		D (2)		6104		(3)	(3)	Class A Common Stock, par value \$0.01	6104	\$60.16	13153	I	by Trust (4)

**Explanation of Responses:**

- (1) Represents partnership interest 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.
- (2) In connection with the public offering of Moelis & Company common stock closed on August 6, 2018, Moelis & Company purchased such Partnership Interests from the reporting person using the proceeds of the offering. The transaction was approved by the Company's board of directors pursuant to rule 16b-3.
- (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.
- (4) Represents transaction by Trust U/Article Second (B) of the Elizabeth A Crain Grantor Retained Annuity Trust. Ms Crain may have indirect voting and dispositive power over the assets of the trust as a result of her relationship to the trustee.

**Reporting Owners**

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

**Signatures**

/s/ Osamu Watanabe as attorney-in-fact for Elizabeth Crain

8/8/2018

—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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