

# FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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>MAHMOODZADEGAN NAVID</b>  <small>(Last) (First) (Middle)</small>  <b>399 PARK AVE</b>  <small>(Street)</small>  <b>NEW YORK, NY 10022</b>  <small>(City) (State) (Zip)</small>	<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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Co-President, MD</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/21/2024</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			
Class A Common Stock	2/21/2024		M		90,489.1	A	(1)	124,395.1	D	
Class A Common Stock	2/21/2024		M		87,143	A	(2)	211,538.1	D	
Class A Common Stock	2/21/2024		F		1.1	D	\$52.6	211,537	D	
Class A Common Stock (3)	2/21/2024		S		85,900	D	\$52.6	125,637	D	
Class A Common Stock	2/22/2024		S		10,402	D	\$54.92	115,235	D	

**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				
2018 Incentive Restricted Stock Units (4)	(4)	2/21/2024		M		35,612.82		(4)	(4)	Class A Common Stock	35,612.82	\$0	0	D	
2019 Incentive Restricted Stock Units (4)	(4)	2/21/2024		M		54,876.28		(4)	(4)	Class A Common Stock	54,876.28	\$0	54,876.28	D	
2020 LP Units of MCGEH (5)	(2)	2/21/2024		M		30,420		(6)	(6)	Class A Common Stock	30,420	(2)	60,842	D	
2021 LP Units of MCGEH (5)	(2)	2/21/2024		M		56,723		(2)	(2)	Class A Common Stock	56,723	(2)	85,085	D	
2022 LP Units of MCGEH (8)	(8)	2/21/2024		A (9)		253,996		(9)	(9)	Class A Common Stock	253,996	\$0	253,996	D	
2022 Performance LP Units of MCGEH (8)	(8)	2/21/2024		A (10)		67,685.83 (11)		(12)	(12)	Class A Common Stock	67,685.83	\$0	67,685.83	D	

**Explanation of Responses:**

(1) Shares of Class A Common Stock were acquired upon settlement of Restricted Stock Units (RSUs).

- (2) On February 21, 2024 certain of the holder's LP units in Moelis & Company Group Employee Holdings LP ("MCGEH") granted in February 2021 and 2022 for compensation awarded for the 2020 and 2021 fiscal years (the "2020 LP Units" and "2021 LP Units") were exchanged for an equal number of shares of Moelis & Company Class A common stock pursuant to the terms of the Second Amended and Restated Limited Partnership Agreement of MCGEH. The exchanges were approved by the Company's Compensation Committee under Rule 16b-3.
- (3) Class A Common Stock sold by Mr. Mahmoodzadegan in order to raise proceeds to satisfy tax obligations triggered by delivery of the Class A Common Stock upon settlement of the RSUs and LP units.
- (4) The RSUs were settled for Class A common stock on February 21, 2024.
- (5) Certain of the 2020 and 2021 LP Units became eligible for exchange into Class A Common Stock following vesting and Book-Up (as defined below).
- (6) The 2020 LP Units vest over four years as follows: (a) 40% vested on February 23, 2023, and (b) and 20% vests on each of February 23, 2024, February 23, 2025 and February 23, 2026, These 2020 LP Units may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis after the LP Units become vested and a sufficient amount of profits have been allocated to the holder of the LP Units (the "Book-Up").
- (7) The 2021 LP Units vest over four years as follows: (a) 40% vested on February 23, 2024, and (b) and 20% vests on each of February 23, 2025, February 23, 2026 and February 23, 2027, These 2021 LP Units may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis after the LP Units become vested and a sufficient amount of profits have been allocated to the holder of the LP Units (the "Book-Up").
- (8) Limited partnership units of MCGEH may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis pursuant to the terms of the Second Amended and Restated Limited Partnership Agreement of MCGEH.
- (9) Reflects a profits interest award in the form of LP Units granted to the Reporting Person on February 16, 2023 in connection with compensation awarded for the 2022 fiscal year (the "2022 LP Units"). The 2022 LP Units vest over four years as follows: (a) 40% vests on February 23, 2025, and (b) and 20% vests on each of February 23, 2026, February 23, 2027 and February 23, 2028, These 2022 LP Units may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis after the LP Units become vested and a sufficient amount of profits have been allocated to the holder of the LP Units (the "Book-Up"). On February 21, 2024, the Issuers Compensation Committee certified the achievement of the Book-Up. These 2022 LP Units remain subject to the time-based vesting requirements described herein. The redemption rights described herein do not expire.
- (10) Reflects a profits interest award in the form of LP Units previously granted to the Reporting Person in February 2023 in connection with the compensation for the 2022 fiscal year, which are subject to the performance and time-based vesting requirements described below. These LP Units may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis after the LP Units become vested and a sufficient amount of profits have been allocated to the holder of the LP Units (the "Book-Up"). On February 21, 2024, the Issuer's Compensation Committee certified the achievement of the Book-Up, and these LP Units remain subject to the performance and time-based vesting requirements described below.
- (11) Amount reflects target award of 43,792 Performance LP Units (with a maximum award of 65,688 Performance LP Units) plus 1,997.83 Performance LP Units in dividend equivalents previously granted and included in the Book Up in February of 2024.
- (12) These Performance LP Units are subject to three conditions in order to vest: (i) a Book-Up, (ii) certain performance conditions based on meeting or exceeding specified dividend adjusted stock price hurdles and (iii) a five year service vesting condition. At this time, only the Book-Up condition has been met. The target amount of Performance LP Units (and related dividend equivalents) satisfy the time-vesting requirement in equal installments on each of February 16, 2026, 2027 and 2028 and Performance LP Units in excess of the target Performance LP Units (and related dividend equivalents) satisfy the time -vesting requirement on February 16, 2028. The redemption rights described herein do not expire.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHMOODZADEGAN NAVID 399 PARK AVE NEW YORK, NY 10022			Co-President, MD	

#### Signatures

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

2/23/2024

\*\*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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