

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MOELIS KENNETH		Moelis & Co [MC]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O MOELIS & COMPANY, 399 PARK AVE, 5TH FLOOR		7/28/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10022				<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			

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 (1)(2)	\$41.61	7/28/2017		D (3)		2175016		(4)	(4)	Class A Common Stock, par value \$0.01	2175016	\$41.61	7437046	I	by Trust (2)
Partnership Interests (1)(5)	\$41.61	7/28/2017		D (3)		566454		(4)	(4)	Class A Common Stock, par value \$0.01	566454	\$41.61	1936883	I	by Trust (5)
Class B common stock, par value \$0.01 (6)(7)(8)(9)	(6)(7)(8)(9)	7/28/2017		D (6)(7)(8)(9)		5680903		(6)(7)(8)(9)	(6)(7)(8)(9)	Class A Common Stock, par value \$0.01	3142	\$0.0225 (10)	20045736	I	by Partnership

Explanation of Responses:

- 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.
- Represents transaction by The Moelis Family Trust, of which Mr. Moelis is a beneficiary. Mr. Moelis shares voting and dispositive power over the assets of The Moelis Family Trust with Mrs. Julie Moelis.
- In connection with the public offering of Moelis & Company common stock closed on July 28, 2017, 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.
- 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.
- Represents transaction by The Moelis Family Irrevocable Trust, of which Mr. Moelis's children are the primary beneficiaries. Mr. Moelis shares voting and dispositive power over the assets of The Moelis Family Irrevocable Trust with Mrs. Julie Moelis. Mr. Moelis does not have a pecuniary interest in these shares. Mr. Moelis disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest in such interests.
- Each share of Moelis & Company (the "Company") Class B common stock is convertible into approximately 0.00055 shares of Moelis & Company Class A common stock in certain circumstances, including when and if certain holders of Moelis & Company Group LP ("Group LP") Class A partnership units elect to exchange such units for Moelis & Company Class A common stock. Such conversions of Class B common stock may often result in conversion into

less than 1 share of Class A common stock and in such case in lieu of such fractional share, Moelis & Company will pay the holder (Moelis & Company Partner Holdings LP) cash equal to the Value (as defined in the Company's Amended and Restated Certificate of Incorporation) of the fractional share of Class A common stock.

- (7) In addition, upon the forfeiture or other retirement of Group LP Class A partnership units, Moelis & Company generally will repurchase a corresponding number of shares of Class B common stock from the holder at the Value (as defined in the Company's Amended and Restated Certificate of Incorporation) of the underlying Class A common stock into which such Class B common stock is convertible. The transactions reported on this Form 4 are repurchases as described in this Footnote (7).
- (8) The transactions reported in this Form 4 were approved by the issuer's Board of Directors pursuant to Exchange Act Rule 16b-3.
- (9) Conversions and repurchase transactions referred to in Footnotes (6) and (7) are expected to occur on a regular, periodic basis.
- (10) Price per Class B share.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOELIS KENNETH C/O MOELIS & COMPANY 399 PARK AVE, 5TH FLOOR NEW YORK, NY 10022	X	X	Chairman and CEO	

Signatures

/s/ Osamu Watanabe as attorney-in-fact for Kenneth Moelis

7/28/2017

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.