

# 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

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 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>SIMON JOSEPH</b>                       |         |          | <b>Moelis &amp; Co [ MC ]</b>                     |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Financial Officer</b> |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>399 PARK AVE</b>                       |         |          | <b>7/25/2024</b>                                  |  |  |   |  |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| <b>NEW YORK, NY 10022</b>                 |         |          |   |  |  |   |  |  |
| (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            | 7/25/2024      |                                   | M                         |   | 6,723   | A          |       | 6,723   | D  |   |
| Class A Common Stock            | 7/25/2024      |                                   | S                         |   | 6,723   | D          | \$64  | 0   | 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 |  |  |  |  |
| 2021 LP Units of MCGEH (3)               | (1)  | 7/25/2024      |                                   | M                         |   | 6,723  |     | (4)                                     | (4)             | Class A Common Stock  | 6,723                      | (1)  | 10,085   | D  |  |

**Explanation of Responses:**

- On July 25, 2024 certain of the holder's LP units in Moelis & Company Group Employee Holdings LP ("MCGEH") granted in February 2022 for compensation awarded for the 2021 fiscal year (the "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.
- Mr. Simon also owns 68,379 units of unvested or restricted equity granted to Mr. Simon as incentive compensation for fiscal years 2019 through 2023
- Certain of the 2021 LP Units became eligible for exchange into Class A Common Stock following vesting and Book-Up (as defined below)
- 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").

**Reporting Owners**

| Reporting Owner Name / Address       | Relationships |           |                                |       |
|--------------------------------------|---------------|-----------|--------------------------------|-------|
|                                      | Director      | 10% Owner | Officer                        | Other |
| <b>SIMON JOSEPH<br/>399 PARK AVE</b> |               |           | <b>Chief Financial Officer</b> |       |

|                    |  |  |  |  |
|--------------------|--|--|--|--|
| NEW YORK, NY 10022 |  |  |  |  |
|--------------------|--|--|--|--|

**Signatures**

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

7/29/2024

—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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