

# FORM 4

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

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## 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>  (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>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>MD &amp; Co-President</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/17/2017</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			

**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				
2014 Incentive Restricted Stock Units	\$0 (1)	8/17/2017		A		486.15		(2)	(2)	Class A Common Stock	486.15	\$0	51006.83	D	
2014 Incentive RSUs Granted in 2015	\$0 (1)	8/17/2017		A		1239.81		(3)	(3)	Class A Common Stock	1239.81	\$0	130080.00	D	
2015 Incentive RSUs	\$0 (1)	8/17/2017		A		901.15		(4)	(4)	Class A Common Stock	901.15	\$0	94547.2	D	
2016 Incentive RSUs	\$0 (1)	8/17/2017		A		917.32		(5)	(5)	Class A Common Stock	917.32	\$0	96244.32	D	

**Explanation of Responses:**

- (1) Each Restricted Stock Unit represents the right to receive upon settlement either, at Moelis & Company's option, a share of Class A common stock or an amount of cash equal to the fair market value of such share.
- (2) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on April 15, 2014 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.
- (3) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on March 2, 2015 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.
- (4) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on February 24, 2016 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.
- (5) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on February 23, 2017 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MAHMOODZADEGAN NAVID C/O MOELIS &amp; COMPANY 399 PARK AVENUE, 5TH FLOOR</b>	<b>X</b>		<b>MD &amp; Co-President</b>	

**Signatures**

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

8/21/2017

—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.

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