

FORM 4

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).

**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 * Shropshire Kenneth (Last) (First) (Middle) 399 PARK AVE (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Moelis & Co [MC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/28/2024</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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			
2022 Annual Restricted Stock Units	3/28/2024		A		21.6	A	(112)	2,065.11	D	
2022 Annual Restricted Stock Units	3/28/2024		A		3.39	A	(113)	324.36	D	
2023 Annual Restricted Stock Units	3/28/2024		A		26.48	A	(114)	2,531.65	D	
2023 Elective Restricted Stock Units	3/28/2024		A		1.57	A	(115)	150.08	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				

Explanation of Responses:

- (1) Each Restricted Stock Unit (RSU) represents the right to receive one share of Class A Common Stock.
- (2) 2022 Annual RSUs were issued as dividend equivalents on holder's underlying Annual RSUs issued on July 1, 2022. The dividend equivalent Annual RSUs will vest concurrently with the vesting of the underlying Annual RSUs.
- (3) 2022 Annual RSUs were issued as dividend equivalents on holder's underlying Annual RSUs issued on April 3, 2023. The dividend equivalent Annual RSUs will vest concurrently with the vesting of the underlying Annual RSUs.
- (4) 2023 Annual RSUs were issued as dividend equivalents on holder's underlying Annual RSUs issued on July 3, 2023. The dividend equivalent Annual RSUs will vest concurrently with the vesting of the underlying Annual RSUs.
- (5) 2023 Elective RSUs were issued as dividend equivalents on holder's underlying Elective RSUs issued on July 3, 2023. The dividend equivalent Elective RSUs will vest concurrently with the vesting of the underlying Elective RSUs.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shropshire Kenneth 399 PARK AVE	X			

NEW YORK, NY 10022

Signatures

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

4/2/2024

**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.

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.