

# FORM 4

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

OMB APPROVAL  
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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>Shropshire Kenneth</b>  (Last) (First) (Middle)  <b>C/O MOELIS &amp; COMPANY, 399 PARK AVENUE, 5TH FLOOR</b>  (Street)  <b>NEW YORK NY</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 _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/1/2014</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				
Restricted Stock Units	(1)	7/1/2014		A		1190	(2)	(3)	(3)	Class A Common Stock	1190	\$0.00	1190	D	
Restricted Stock Units	(1)	7/1/2014		A		297	(2)	(4)	(4)	Class A Common Stock	297	\$0.00	1487	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. Grant of Restricted Stock Units pursuant to the Moelis & Company 2014 Omnibus Incentive Plan.
- (2) Restricted Stock Units granted to Nonemployee Director based on \$33.61 per share of Class A Common Stock, which was the closing price of the Company's Class A common stock on the NYSE on June 30, 2014.
- (3) The Restricted Stock Units vest on July 1, 2014 and settlement is within 60 days following July 1, 2016.
- (4) The Restricted Stock Units vest 25% on each of October 1, 2014, January 1, 2015, April 1, 2015 and July 1, 2015 if Mr. Shropshire is a Nonemployee Director on such dates. Settlement of the Restricted Stock Units vesting on October 1, 2014 will be delayed until on or after October 13, 2014.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Shropshire Kenneth C/O MOELIS &amp; COMPANY 399 PARK AVENUE, 5TH FLOOR NEW YORK NY</b>	<b>X</b>			

#### Signatures

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

7/1/2014

\*\* 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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