

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)		
MAHMOODZADEGAN NAVID			Moelis & Co [MC]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Co-President, MD		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
399 PARK AVE			2/4/2025			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					
NEW YORK, NY 10022								
(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
2022 Performance LP Units of MCGEH (1)	(1)	2/4/2025		A (2)		3,151.96 (2)		(4)	(4)	Class A Common Stock	3,151.96	\$0	70,837.79	D	
2023 LP Units of MCGEH (1)	(1)	2/4/2025		A (2)		166,526		(2)	(2)	Class A Common Stock	166,526	\$0	166,526	D	
2023 LTI LP Units of MCGEH (1)	(1)	2/4/2025		A (6)		2,744		(6)	(6)	Class A Common Stock	2,744	\$0	2,744	D	

Explanation of Responses:

- Limited partnership units of MCGEH may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis pursuant to the terms of the Second Amended and Restated Limited Partnership Agreement of MCGEH.
- Reflects dividend equivalents on a profits interest award in the form of LP Units previously granted to the Reporting Person in February 2023 in connection with the compensation for the 2022 fiscal year, which are subject to the performance and time-based vesting requirements described below. These 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"). On February 4, 2025, the Issuer's Compensation Committee certified the achievement of the Book-Up, and these LP Units remain subject to the performance and time-based vesting requirements described below.
- Amount reflects 3,151.96 Performance LP Units in dividend equivalents previously granted and included in the Book Up in February of 2025.
- These Performance LP Units are subject to three conditions in order to vest: (i) a Book-Up, (ii) certain performance conditions based on meeting or exceeding specified dividend adjusted stock price hurdles and (iii) a five year service vesting condition. The target amount of Performance LP Units (and related dividend equivalents) satisfy the time-vesting requirement in equal installments on each of February 16, 2026, 2027 and 2028 and Performance LP Units in excess of the target Performance LP Units (and related dividend equivalents) satisfy the time -vesting requirement on February 16, 2028. The redemption rights described herein do not expire.

- (5) Reflects a profits interest award in the form of LP Units granted to the Reporting Person on February 15, 2024 in connection with compensation awarded for the 2023 fiscal year (the "2023 LP Units"). The 2023 LP Units vest over four years as follows: (a) 40% vests on February 23, 2026, and (b) and 20% vests on each of February 23, 2027, February 23, 2028 and February 23, 2029. These 2023 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"). On February 4, 2025, the Issuers Compensation Committee certified the achievement of the Book-Up. These 2023 LP Units remain subject to the time-based vesting requirements described herein. The redemption rights described herein do not expire.
- (6) Reflects a profits interest award in the form of Long Term Incentive LP Units granted to the Reporting Person on February 15, 2024 in connection with compensation awarded for the 2023 fiscal year (the "2023 LTI LP Units"). The 2023 LTI LP Units vest over two years as follows: 50% vests on each February 23, 2028 and February 23, 2029. These 2023 LTI LP Units may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis after the LTI LP Units become vested and a sufficient amount of profits have been allocated to the holder of the LTI LP Units (the "Book-Up"). On February 4, 2025, the Issuers Compensation Committee certified the achievement of the Book-Up. These 2023 LTI LP Units remain subject to the time-based vesting requirements described herein. The redemption rights described herein do not expire.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHMOODZADEGAN NAVID 399 PARK AVE NEW YORK, NY 10022			Co-President, MD	

Signatures

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

2/6/2025

**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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