

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

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)		
Cantor Eric			Moelis & Co [MC]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman, MD		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O MOELIS & COMPANY, 399 PARK AVENUE, 5TH FLOOR			3/29/2019					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10022						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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	Amount or Number of Shares				
2014 Restricted Stock Units	\$0.00 (1)	3/29/2019		A		559.17		(2)	(2)	Class A Common Stock	559.17	\$0.00	13854.54	D	
2015 Incentive RSUs Granted in 2015 (Quarterly Awards)	\$0.00 (1)	3/29/2019		A		579.57		(3)	(3)	Class A Common Stock	579.57	\$0.00	14359.76	D	
2015 Incentive RSUs	\$0.00 (1)	3/29/2019		A		646.2		(4)	(4)	Class A Common Stock	646.2	\$0.00	16010.81	D	
2016 Incentive RSUs Granted in 2016 (Quarterly Awards)	\$0.00 (1)	3/29/2019		A		479.7		(5)	(5)	Class A Common Stock	479.7	\$0.00	11885.72	D	
2016 Incentive RSUs	\$0.00 (1)	3/29/2019		A		518.6		(6)	(6)	Class A Common Stock	518.6	\$0.00	12849.24	D	
2017 Incentive RSUs Granted in 2017 (Quarterly Awards)	\$0.00 (1)	3/29/2019		A		382.69		(7)	(7)	Class A Common Stock	382.69	\$0.00	9481.19	D	
2017 Incentive RSUs	\$0.00 (1)	3/29/2019		A		1052.6		(8)	(8)	Class A Common Stock	1052.6	\$0.00	26080.27	D	
2017 Restricted Stock Unit Award for MD	\$0.00 (1)	3/29/2019		A		1044.3		(9)	(9)	Class A Common Stock	1044.3	\$0.00	25874.64	D	
2017 Long Term Incentive Award	\$0.00 (1)	3/29/2019		A		438.54		(8)	(8)	Class A Common Stock	438.54	\$0.00	10865.73	D	
2018 Incentive RSUs Granted in 2018 (Quarterly Awards)	\$0.00 (1)	3/29/2019		A		362.62		(10)	(10)	Class A Common Stock	362.62	\$0.00	8985.79	D	
2018 Incentive RSUs	\$0.00 (1)	3/29/2019		A		1529.65		(11)	(11)	Class A Common Stock	1529.65	\$0.00	37900.65	D	
2019 Incentive RSUs (March)	\$0.00 (12) (13)	3/29/2019		A		2403		(12) (14) (15)	(16)	Class A Common Stock	2403 (17)	\$0.00 (12) (13)	2403	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) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on September 1, 2014 (and dividend equivalents issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.
- (3) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued quarterly in 2015 as follows: (1) 124.04 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on April 3, 2015 (and dividend equivalents thereon), (2) 128.16 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on June 30, 2015 (and dividend equivalents thereon), (3) 136.74 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on September 30, 2015 (and dividend equivalents thereon) and (4) 190.63 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on December 31, 2015 (and dividend equivalents thereon). In all cases, the dividend equivalent RSUs will vest concurrently with the vesting of the respective unvested underlying RSUs.
- (4) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on February 24, 2016 (and dividend equivalents subsequently issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.
- (5) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued quarterly in 2016 as follows: (1) 114.42 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on March 31, 2016 (and dividend equivalents subsequently issued thereon), (2) 132.26 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on June 30, 2016 (and dividend equivalents subsequently issued thereon), (3) 117.63 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on September 30, 2016 (and dividend equivalents subsequently issued thereon), and (4) 115.39 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on December 30, 2016 (and dividend equivalents subsequently issued thereon). In all cases, the dividend equivalent RSUs will vest concurrently with the vesting of the respective unvested underlying RSUs.
- (6) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on February 23, 2017 (and dividend equivalents subsequently issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.
- (7) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued quarterly in 2017 as follows: (1) 104.44 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on March 31, 2017 (and dividend equivalents thereon), (2) 97.75 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued June 30, 2017 (and dividend equivalents thereon) and (3) 86.90 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on September 30, 2017 (and dividend equivalents thereon), and (4) 93.60 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on December 29, 2017. In all cases, the dividend equivalent RSUs will vest concurrently with the vesting of the respective unvested underlying RSUs.
- (8) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on February 15, 2018 (and dividend equivalents issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.
- (9) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on March 31, 2017 (and dividend equivalents subsequently issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.
- (10) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued quarterly in 2018 as follows: (1) 89.55 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on March 29, 2018 (and dividend equivalents thereon), (2) 73.80 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on June 29, 2018 (and dividend equivalents thereon) (3) 75.26 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on September 28, 2018 and (4) 124.01 RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on December 31, 2018. In all cases, the dividend equivalent RSUs will vest concurrently with the vesting of the respective unvested underlying RSUs.
- (11) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on February 14, 2019 (and dividend equivalents issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.
- (12) Grant of Restricted Stock Units ("RSUs") pursuant to the employment agreement between Mr. Cantor and Moelis & Company Group LP ("Group LP"), described in the Company's Form 8-K dated September 2, 2014, and the Moelis & Company 2014 Omnibus Incentive Plan.
- (13) Each RSU represents the right to receive upon settlement, at the Company's option, either one 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.
- (14) The RSUs will vest in equal installments on March 31, 2020, March 31, 2021, March 31, 2022, March 31, 2023 and March 31, 2024.
- (15) If after March 31, 2021, Mr. Cantor notifies Group LP of his intent to terminate his employment to take a full-time elected or appointed position in federal government, state government, or national political party, the RSUs will continue to vest on their vesting schedule, subject to not engaging in certain detrimental activities; provided if applicable ethics rules for such position prohibit ownership of the unvested RSUs, such RSUs shall vest as of his commencement of such position.
- (16) The RSUs will be forfeited if Group LP terminates Mr. Cantor for cause or if Mr. Cantor terminates his employment other than (i) for good reason or (ii) after March 31, 2021 to take a full-time elected or appointed position in federal government, state government, or a national political party.
- (17) RSUs granted based on \$41.60 per share of Class A common stock, which was the average closing price of the Company's common stock on the five trading days prior to March 29, 2019.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cantor Eric C/O MOELIS & COMPANY 399 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10022	X		Vice Chairman, MD	

Signatures

/s/ Osamu Watanabe as attorney-in-fact for Eric Cantor

4/2/2019

— 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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