

# 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

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)	
<b>CRAIN ELIZABETH</b>		<b>Moelis &amp; Co [ MC ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O MOELIS &amp; COMPANY, 399 PARK AVENUE, 5TH FLOOR</b>		<b>4/15/2014</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK, NY 10022</b>				<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				
<b>Incentive Restricted Stock Units (1)</b>		<b>4/15/2014</b>		<b>A</b>		<b>20400</b>		<b>(2)</b>	<b>(2)</b>	<b>Class A Common Stock</b>	<b>20400</b>	<b>\$0.00</b>	<b>20400</b>	<b>D</b>	
<b>Top Up Options (Right to Buy)</b>	<b>\$25.00</b>	<b>4/15/2014</b>		<b>A</b>		<b>13337</b>		<b>(3)</b>	<b>(3)</b>	<b>Class A Common Stock</b>	<b>13337</b>	<b>\$0.00</b>	<b>13337</b>	<b>D</b>	
<b>IPO Options (Right to Buy) (4)</b>	<b>\$25.00</b>	<b>4/15/2014</b>		<b>A</b>		<b>15000</b>		<b>(5)</b>	<b>(5)</b>	<b>Class A Common Stock</b>	<b>15000</b>	<b>\$0.00</b>	<b>15000</b>	<b>D</b>	

### Explanation of Responses:

- 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.
- The Incentive Restricted Stock Units vest in equal installments on April 22, 2017, April 22, 2018 and April 22, 2019.
- The Top Up Options vest in installments of 3,334 shares on April 22, 2017, 3,334 shares on April 22, 2018 and 6,669 shares on April 22, 2019. The Top Up Options expire on April 22, 2020.
- Grant of Stock Options pursuant to the Moelis & Company 2014 Omnibus Incentive Plan.
- The IPO Options vest in full on April 22, 2019. The IPO Options expire on April 22, 2020.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CRAIN ELIZABETH C/O MOELIS &amp; COMPANY 399 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10022</b>			<b>Chief Operating Officer</b>	

### Signatures

/s/ Osamu Watanabe, as attorney-in-fact for Elizabeth Crain

4/17/2014

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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