

# FORM 4

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

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).

## 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>MOELIS KENNETH</b>  (Last) (First) (Middle)  <b>C/O MOELIS &amp; COMPANY, 399 PARK AVE, 5TH FLOOR</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Moelis &amp; Co [ MC ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/19/2015</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <p align="center"><b>Chairman and CEO</b></p>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<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

**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 Derivative 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>Class B common stock, par value \$0.01</b> <u>(1) (2) (3) (4)</u>	<u>(1) (2) (3) (4)</u>	2/19/2015		<b>D</b>	<u>(1) (2) (3) (4)</u>		<b>3838</b>	<u>(1) (2) (3) (4)</u>	<u>(1) (2) (3) (4)</u>	<b>Class A Common Stock</b>	<b>2</b>	<b>\$0.0168</b> <u>(5)</u>	<b>31617704</b>	<b>I</b>	<b>by Partnership</b>

**Explanation of Responses:**

- (1) Each share of Moelis & Company (the "Company") Class B common stock is convertible into approximately 0.00055 shares of Moelis & Company Class A common stock in certain circumstances, including when and if certain holders of Moelis & Company Group LP ("Group LP") Class A partnership units elect to exchange such units for Moelis & Company Class A common stock. Such conversions of Class B common stock may often result in conversion into less than 1 share of Class A common stock and in such case in lieu of such fractional share, Moelis & Company will pay the holder (Moelis & Company Partner Holdings LP) cash equal to the Value (as defined in the Company's Amended and Restated Certificate of Incorporation) of the fractional share of Class A common stock.
- (2) In addition, upon the forfeiture or other retirement of Group LP Class A partnership units, Moelis & Company generally will repurchase a corresponding number of shares of Class B common stock from the holder at the Value (as defined in the Company's Amended and Restated Certificate of Incorporation) of the underlying Class A common stock into which such Class B common stock is convertible. The transactions reported on this Form 4 are repurchases as described in this Footnote (2).
- (3) The transactions reported in this Form 4 were approved by the issuer's Board of Directors pursuant to Exchange Act Rule 16b-3.
- (4) Conversions and repurchase transactions referred to in Footnotes (1) and (2) are expected to occur on a regular, periodic basis.
- (5) Price per Class B share.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MOELIS KENNETH C/O MOELIS &amp; COMPANY 399 PARK AVE, 5TH FLOOR NEW YORK, NY 10022</b>	<b>X</b>	<b>X</b>	<b>Chairman and CEO</b>	

**Signatures**

/s/ Osamu Watanabe as Attorney In Fact

—Signature of Reporting Person

2/19/2015

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.