

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 * MAHMOODZADEGAN NAVID <small>(Last) (First) (Middle)</small> 399 PARK AVE <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Moelis & Co [MC] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/18/2025 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <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 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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			
Class A Common Stock	2/18/2025		M		150,000	A	1.00	150,000	D	

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				
2020 LP Units of MCGEH (2)	1.00	2/18/2025		M		30,421		1.00	1.00	Class A Common Stock	30,421	1.00	30,421	D	
2021 Vested LP Units of MCGEH (2)	1.00	2/18/2025		M		68,188		1.00	1.00	Class A Common Stock	68,188	1.00	0	D	
2021 LP Units of MCGEH (2)	1.00	2/18/2025		M		28,361		1.00	1.00	Class A Common Stock	28,361	1.00	56,724	D	
2022 LP Units of MCGEH (2)	1.00	2/18/2025		M		23,030		1.00	1.00	Class A Common Stock	23,030	1.00	230,966	D	

Explanation of Responses:

- (1) On February 18, 2025 certain of the holder's LP units in Moelis & Company Group Employee Holdings LP ("MCGEH") granted in February 2021, 2022 and 2023 for compensation awarded for the 2020, 2021 and 2022 fiscal years (the "2020 LP Units", "2021 Vested LP Units", "2021 LP Units" and "2022 LP Units") were exchanged for an equal number of shares of Moelis & Company Class A common stock pursuant to the terms of the Second Amended and Restated Limited Partnership Agreement of MCGEH. The exchanges were approved by the Company's Compensation Committee under Rule 16b-3.
- (2) Certain of the 2020 LP Units, 2021 Vested LP Units, 2021 LP Units and 2022 LP Units became eligible for exchange into Class A Common Stock following vesting and Book-Up (as defined below).
- (3) The 2020 LP Units vest over four years as follows: (a) 40% vested on or about February 23, 2023, and (b) and 20% vests on or about each of February 23, 2024, February 23, 2025 and February 23, 2026, These 2020 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").
- (4) The 2021 Vested LP Units vest at grant and may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis on the third

anniversary of the grant date (February 2025) and a sufficient amount of profits have been allocated to the holder of the LP Units (the "Book-Up").

- (5) The 2021 LP Units vest over four years as follows: (a) 40% vested on or about February 23, 2024, and (b) and 20% vests on or about each of February 23, 2025, February 23, 2026 and February 23, 2027, These 2021 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").
- (6) The 2022 LP Units vest over four years as follows: (a) 40% vested on or about February 23, 2025, and (b) and 20% vests on or about each of February 23, 2026, February 23, 2027 and February 23, 2028, These 2022 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").

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

2/20/2025

 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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