

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 * WATANABE OSAMU R. <small>(Last) (First) (Middle)</small> C/O MOELIS & COMPANY, 399 PARK AVE, 5TH FLOOR <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) <p align="center">6/20/2024</p>	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) General Counsel, Secretary
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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

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				
2019 Incentive RSUs	\$0 (I)	6/20/2024		A		47.92		(I)	(I)	Class A Common Stock	47.92	\$0	4,341.17	D	
2020 Incentive RSUs	\$0 (I)	6/20/2024		A		46.38		(I)	(I)	Class A Common Stock	46.38	\$0	4,202.36	D	
2021 Incentive RSUs	\$0 (I)	6/20/2024		A		65.62		(I)	(I)	Class A Common Stock	65.62	\$0	5,945.11	D	
2022 Incentive RSUs	\$0 (I)	6/20/2024		A		83.4		(I)	(I)	Class A Common Stock	83.4	\$0	7,556.33	D	
2023 Incentive RSUs	\$0 (I)	6/20/2024		A		82.55		(I)	(I)	Class A Common Stock	82.55	\$0	7,478.9	D	

Explanation of Responses:

- (1) Each Restricted Stock Unit (RSU) 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) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on February 13, 2020 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.
- (3) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on February 19, 2021 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.
- (4) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on February 17, 2022 (and dividend equivalents

subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.

- (5) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on February 16, 2023 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.
- (6) Incentive RSUs were issued as dividend equivalents on holder's unvested underlying Incentive RSUs issued on February 15, 2024 (and dividend equivalents subsequently issued thereon). The dividend equivalent Incentive RSUs will vest concurrently with the vesting of the unvested underlying Incentive RSUs.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATANABE OSAMU R. C/O MOELIS & COMPANY 399 PARK AVE, 5TH FLOOR NEW YORK, NY 10022			General Counsel, Secretary	

Signatures

/s/ Osamu Watanabe

6/24/2024

**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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