

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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<br>(Check all applicable)  |  |
| <b>MOELIS KENNETH</b>   |  | <b>Moelis &amp; Co [ MC ]</b>                     |  | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chairman, CEO</b> |  |
| (Last) (First) (Middle)   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| <b>C/O MOELIS &amp; COMPANY, 399<br/>PARK AVENUE, 5TH FLOOR</b> |  | <b>11/11/2019</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<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature of<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price   |   |   |   |
| Class A Common Stock (1)           | 11/11/2019     |   | M                            |   | 3450  | A             | \$16.70 | 3450  | I   | By Partnership (2)                                    |
| Class A Common Stock (1)           | 11/11/2019     |   | X                            |   | 3450  | D             | \$16.70 | 0   | I   | By Partnership (2)                                    |
| Class A Common Stock (1)           | 11/13/2019     |   | M                            |   | 1418  | A             | \$16.70 | 1418  | I   | By Partnership (2)                                    |
| Class A Common Stock (1)           | 11/13/2019     |   | X                            |   | 1418  | D             | \$16.70 | 0   | I   | By Partnership (2)                                    |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivate Security<br>(Instr. 3)               | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A.<br>Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|--|---------------------------------|---|---|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |  | Code                            | V | (A)   | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Stock Options<br>(Right to Buy) (3)                          | \$16.70 (4)  | 11/11/2019        |  | M (5)                           |   | 3450  |     | (3)  | 4/22/2020          | Class A<br>Common<br>Stock   | 3450                             | \$0.00  | 7418   | I   | By<br>Partnership (6)  |
| MAM Employee<br>Stock Options<br>(Obligation to<br>Sell) (3) | \$16.70 (4)  | 11/11/2019        |  | X (7)                           |   | 3450  |     | (3)  | 4/22/2020          | Class A<br>Common<br>Stock   | 3450                             | \$0.00  | 7418   | I   | By<br>Partnership (8)  |
| Stock Options<br>(Right to Buy) (3)                          | \$16.70 (4)  | 11/13/2019        |  | M (5)                           |   | 1418  |     | (3)  | 4/22/2020          | Class A<br>Common<br>Stock   | 1418                             | \$0.00  | 6000   | I   | By<br>Partnership (6)  |
| MAM Employee<br>Stock Options<br>(Obligation to<br>Sell) (3) | \$16.70 (4)  | 11/13/2019        |  | X (7)                           |   | 1418  |     | (3)  | 4/22/2020          | Class A<br>Common<br>Stock   | 1418                             | \$0.00  | 6000   | I   | By<br>Partnership (8)  |

#### Explanation of Responses:

- Class A Common Stock held by Moelis Asset Management ("MAM") upon exercise of certain Options (as defined in footnote 2 below). Mr. Moelis has voting and dispositive power over the Class A Common Stock as a result of his controlling interest in MAM.
- Represents Class A Common Stock held by MAM. Mr. Moelis shares dispositive power over the Class A Common Stock as a result of his controlling interest in MAM. As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased options to purchase shares of the Company's Class A common stock (the "Options") from the Company in order for MAM to grant stock options to purchase Class A Common Stock of the Company to certain MAM employees (the "MAM Employee Options"). MAM purchased the Options for fair value based on a Black Scholes modeled price. The Options were not granted under the Company's Omnibus Plan. These transactions were approved by the Company's Board under Section 16b-3.

- (3) As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased the Options from the Company in order for MAM to grant the MAM Employee Options to certain MAM employees. These Options are exercisable at any time and expire on April 22, 2020. The MAM Employee Options vested in installments of 25% on April 22, 2017, 25% on April 22, 2018 and 50% on April 22, 2019. The MAM Employee Options expire on April 22, 2020.
- (4) The strike price was revised to \$16.70.
- (5) Certain MAM employees have exercised a portion of the MAM Employee Options granted to such MAM employees by MAM. As a result, MAM has simultaneously exercised the same number of Options it purchased from the Company at the time of the IPO in order to fulfill its obligations to the MAM employees under the MAM Employee Options.
- (6) Represents Options held by MAM. Mr. Moelis shares dispositive power over the Options as a result of his controlling interest in MAM. As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased the Options from the Company in order for MAM to grant MAM Employee Options to certain MAM employees. MAM purchased the Options for fair value based on a Black Scholes modeled price. The Options were not granted under the Plan. These transactions were approved by the Company's Board under Section 16b-3.
- (7) Certain MAM employees have exercised a portion of the MAM Employee Options granted to such MAM employees by MAM.
- (8) Represents MAM Employee Options granted by MAM to certain MAM employees. The MAM Employee Options represent an obligation of MAM to sell to MAM employees Class A Common Stock upon exercise of the MAM Employee Options by MAM employees. Mr. Moelis had dispositive power with respect to MAM's rights as the grantor of the MAM Employee Options (obligation to sell) as a result of his controlling interest in MAM. As part of the process of separating the Asset Management business from the Advisory business at the time of the IPO, MAM purchased the Options from the Company in order for MAM to grant MAM Employee Options to certain MAM employees. The MAM Employee Options were not granted under the Company's Omnibus Plan.

#### Reporting Owners

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

#### Signatures

/s/ Osamu Watanabe as attorney-in-fact for Kenneth Moelis

11/13/2019

—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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