

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
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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

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 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>CRAIN ELIZABETH</b>                                      |         |          | <b>Moelis &amp; Co [ MC ]</b>                     |  |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                               |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| <b>C/O MOELIS &amp; COMPANY, 399 PARK AVENUE, 5TH FLOOR</b> |         |          | <b>2/22/2023</b>                                  |  |  | <b>Chief Operating Officer</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  |  |  |
| (City)  | (State) | (Zip)    |   |  |  | <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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|---------|--|--|--|
|                                    |                |                                   | Code                         | V | Amount   | (A) or (D) | Price   |  |  |  |
| Class A Common Stock               | 2/22/2023      |                                   | M                            |   | 26051.97   | A          | (1)     | 26051.97   | D  |  |
| Class A Common Stock               | 2/22/2023      |                                   | F                            |   | 4456.97  | D          | \$42.06 | 21595  | D  |  |
| Class A Common Stock (2)           | 2/22/2023      |                                   | S                            |   | 10419  | D          | \$42.06 | 11176  | D  |  |

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

| 1. Title of Derivate Security<br>(Instr. 3)                      | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|--|--|----------------|-----------------------------------|------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|--|---|
|  |  |                |                                   | Code                         | V | (A)   | (D) | Date Exercisable                        | Expiration Date | Title  | Amount or Number of Shares |   |   |  |   |
| 2017 Incentive Restricted Stock Units (1)                        | (1)  | 2/22/2023      |                                   | M                            |   | 5980.67   |     | (1)                                     | (1)             | Class A Common Stock   | 5980.67                    | \$0.00  | 0   | D  |   |
| 2018 Incentive Restricted Stock Units (1)                        | (1)  | 2/22/2023      |                                   | M                            |   | 5766.89   |     | (1)                                     | (1)             | Class A Common Stock   | 5766.89                    | \$0.00  | 5768.32   | D  |   |
| 2019 Incentive Restricted Stock Units (1)                        | (1)  | 2/22/2023      |                                   | M                            |   | 9561.23   |     | (1)                                     | (1)             | Class A Common Stock   | 9561.23                    | \$0.00  | 19122.46  | D  |   |
| 2020 Incentive Restricted Stock Units (1)                        | (1)  | 2/22/2023      |                                   | M                            |   | 4743.18   |     | (1)                                     | (1)             | Class A Common Stock   | 4743.18                    | \$0.00  | 14230.72  | D  |   |
| 2021 Vested LP Units of Moelis & Company Group Employee Hold (4) | (4)  | 2/22/2023      |                                   | A (1)                        |   | 6818  |     | (1)                                     | (1)             | Class A Common Stock   | 6818                       | \$0.00  | 6818  | D  |   |
| 2021 LP Units of Moelis & Company Group Employee Holdings LP (4) | (4)  | 2/22/2023      |                                   | A (1)                        |   | 25850   |     | (1)                                     | (1)             | Class A Common Stock   | 25850                      | \$0.00  | 25850   | D  |   |

**Explanation of Responses:**

- Shares of Class A Common Stock were acquired upon settlement of Restricted Stock Units (RSUs).
- Class A Common Stock sold by Ms. Crain in order to raise proceeds to satisfy tax obligations triggered by delivery of the Class A Common Stock upon settlement of the RSUs. Federal taxes are not withheld from Class A Common Stock delivered to Ms. Crain upon settlement of RSUs because she is a partner in Moelis & Company Partner Holdings LP.
- The RSUs were settled for Class A common stock on February 22, 2023.
- Limited partnership units ("LP Units") of Moelis & Company Group Employee Holdings LP ("MCGEH") may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis pursuant to the terms of the Second Amended and Restated Limited Partnership Agreement of MCGEH.

- (5) Reflects a profits interest award in the form of LP Units granted to the Reporting Person on February 17, 2022 in connection with compensation awarded for the 2021 fiscal year (the "2021 Vested LP Units"). 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"). On February 22, 2023, the Issuers Compensation Committee certified the achievement of the Book-Up. In addition, the LP Units are subject to sale and non-compete restrictions through the third anniversary of the grant date. The redemption rights described herein do not expire.
- (6) Reflects a profits interest award in the form of LP Units granted to the Reporting Person on February 17, 2022 in connection with compensation awarded for the 2021 fiscal year (the "2021 LP Units"). The 2021 LP Units vest over four years as follows: (a) 40% vests on February 23, 2024, and (b) 20% vests on 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"). On February 22, 2023, the Issuers Compensation Committee certified the achievement of the Book-Up. These 2021 LP Units remain subject to the time-based vesting requirements described herein. The redemption rights described herein do not expire.

**Reporting Owners**

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

**Signatures**

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

2/24/2023

\*\*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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