

# FORM 4

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 (Check all applicable)	
<b>Shropshire Kenneth</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 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>5/4/2015</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK NY</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 (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	5/4/2015		M		77.7059	A	(1)	231.7059	D	
Class A Common Stock	5/4/2015		D		.7059	D	(6)	\$19.17	D	
					(2)			231		

**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					
Director Restricted Stock Units	(3)	5/4/2015		C		77.7059		(4)	(4)	Class A Common Stock	77.7059	\$0	78.76	(5)	D	

### Explanation of Responses:

- Shares of Class A Common Stock were acquired upon settlement of Restricted Stock Units (RSUs).
- Pursuant to the terms of the RSUs, fractional shares were settled for cash.
- Each 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 pursuant to the Moelis & Company 2014 Omnibus Incentive Plan.
- The RSUs vested on April 1, 2015 and were settled on May 4, 2015.
- The remaining Director RSUs vest on July 1, 2015 if Mr. Shropshire is a Nonemployee Director on such date.
- Based on the closing price per share of Class A common stock of \$27.15 on May 1, 2015.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Shropshire Kenneth C/O MOELIS &amp; COMPANY 399 PARK AVENUE, 5TH FLOOR NEW YORK NY</b>	X			

### Signatures

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

5/5/2015

\*\*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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