BOK SCOTT L
Form 4
September 27, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOK SCOTT L

(Last) (First) (Middle)

GREENHILL & CO., INC., 300 PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GREENHILL & CO INC [GHL]

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Common Stock	09/25/2017		A		470,588 (1) (2)	A	$ 17 (1) (2)	608,739	D	
Common Stock	09/25/2017		A		117,647 (1) (2)	A	$ 17 (1) (2)	142,647	I	See Footnote (3)
Common Stock								320,552	I	By grantor retained annuity trust (4)
								288,783	I	

Common Stock		See Footnote (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	X		Chief Executive Officer	

Signatures

/s/ Ricardo Lima, Attorney-in-Fact for Scott L. Bok	09/27/2017
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) These transactions were both entered into pursuant to a subscription agreement by and between Greenhill & Co., Inc. (the "Company"), Scott L. Bok ("Mr. Bok") and Bok Family Partners L.P., a Delaware limited partnership of which Mr. Bok is the general partner (together with Mr. Bok, the "Bok Purchasers"), which provides that the Company agrees to issue and sell to the Bok Purchasers, and the Bok

Purchasers agree to subscribe and purchase from the Company, shares of the Company's Common Stock, par value $0.01 per share, at an aggregate purchase price of $10,000,000 and at a price per share equal to the price per share paid in the Company's upcoming tender offer (the "Tender Offer") or, if the Tender Offer is terminated, at a price per share equal to the volume weighted average trading price of the shares for the 5 consecutive trading days after the day of termination of the Tender Offer.

(2) Due to a 1000 character limit, Footnote 2 is a continuation of Footnote 1: The listed amount of shares acquired and the listed price per share paid in these transactions assume the Tender Offer is completed at $17.00 per share. The actual number of shares issued will depend on whether the Tender Offer is completed and at what price per share.

(3) These shares of Common Stock are directly owned by Bok Family Partners L.P. Mr. Bok disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(4) On November 16, 2015, Mr. Bok contributed 400,000 shares of Greenhill & Co., Inc. Common Stock to a grantor retained annuity trust for the benefit of himself and his two children, of which 79,448 shares reverted back to Mr. Bok on November 16, 2016 pursuant to the terms of such trust.

(5) These shares of Common Stock are directly owned by the Bok Family Foundation. Mr. Bok expressly disclaims beneficial ownership of these securities.

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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