

Altman Roger C
Form 4
February 05, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may 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,
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Altman Roger C

(Last) (First) (Middle)

C/O EVERCORE INC., 55 EAST
52ND STREET

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Evercore Inc. [EVR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Founder and Senior Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Shares of Class A common stock, par value \$0.01 per share	02/01/2018		C	100,000	A <u>(1)</u>	278,843	D
Shares of Class A common stock, par value	02/01/2018		C	75,000	A <u>(1)</u>	125,000	I
							Shares held in trust. <u>(2)</u>

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\$0.01 per
share

Shares of
Class A
common

stock, par 02/01/2018
value

\$0.01 per
share

S	21,254	D	\$ 101.7408 (3)	257,589	D
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Shares of
Class A
common

stock, par 02/01/2018
value

\$0.01 per
share

S	634	D	\$ 102.45 (4)	256,955	D
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Shares of
Class A
common

stock, par 02/02/2018
value

\$0.01 per
share

S	15,884	D	\$ 99.4408 (5)	241,071	D
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Shares of
Class A
common

stock, par 02/02/2018
value

\$0.01 per
share

S	23,191	D	\$ 100.1671 (6)	217,880	D
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Shares of
Class A
common

stock, par 02/02/2018
value

\$0.01 per
share

S	3,761	D	\$ 100.9072 (7)	214,119	D
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Shares of
Class A
common

stock, par 02/01/2018
value

\$0.01 per
share

S	23,859	D	\$ 101.7566 (8)	101,141	I	Shares held in trust. (2)
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Shares of 02/01/2018
Class A
common

S	2,266	D	\$ 102.4993 (9)	98,875	I	Shares held in trust. (2)
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stock, par
value
\$0.01 per
share

Shares of
Class A
common
stock, par
value
\$0.01 per
share

02/02/2018	S	15,434	D	\$ 99.4403 (5)	83,441	I	Shares held in trust. (2)
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Shares of
Class A
common
stock, par
value
\$0.01 per
share

02/02/2018	S	22,699	D	\$ 100.1667 (6)	60,742	I	Shares held in trust. (2)
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Shares of
Class A
common
stock, par
value
\$0.01 per
share

02/02/2018	S	3,596	D	\$ 100.8837 (10)	57,146	I	Shares held in trust. (2)
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Shares of
Class B
common
stock, par
value
\$0.01 per
share

1 D

Shares of
Class B
common
stock, par
value
\$0.01 per
share

1 I

Share
held in
trust. (2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership units of Evercore LP	<u>(11)</u>	02/01/2018		C		100,000		<u>(11)</u>	<u>(11)</u>	Shares of Class A common stock, par value \$0.01 per share	100,000
Partnership units of Evercore LP	<u>(11)</u>	02/01/2018		C		75,000		<u>(11)</u>	<u>(11)</u>	Shares of Class A common stock, par value \$0.01 per share	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Altman Roger C C/O EVERCORE INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		Founder and Senior Chairman	

Signatures

/s/ Robert B. Walsh,
Attorney-in-Fact

02/05/2018

__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) Shares of Class A common stock were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.

(2) These securities of Class A common stock are held for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these securities of Class A common stock held by the trust and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these securities of Class A common stock for the purposes of Section 16 or any other purpose.

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- (3) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$101.40 to \$102.35 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (4) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$102.40 to \$102.50 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (5) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$98.75 to \$99.725 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (6) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$99.75 to \$100.725 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (7) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$100.75 to \$101.175 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (8) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$101.35 to \$102.30 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (9) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$102.35 to \$102.80 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (10) This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$100.75 to \$101.10 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (11) Pursuant to the Restated Certificate of Incorporation of Evercore Inc., Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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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