

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 29, 2025

EVERCORE INC.

(Exact Name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32975
(Commission
File No.)

20-4748747
(IRS Employer
Identification No.)

55 East 52nd Street
New York, New York 10055
(Address of principal executive offices)

(212) 857-3100
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01 per share	EVR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02. Unregistered Sales of Equity Securities.

On July 29, 2025, Evercore LP, a subsidiary of Evercore Inc. (the “Company”), entered into a definitive agreement to acquire Robey Warshaw, a highly successful independent advisory firm headquartered in the United Kingdom. The transaction, which is expected to close at the beginning of the fourth quarter 2025, is subject to customary closing conditions and will involve the issuance of shares of the Company’s class A common stock (“Common Stock”).

In consideration of the acquisition of Robey Warshaw, the definitive agreement provides for the following consideration: (i) upfront consideration of £146,062,500, of which £71,250,000 is payable at closing in Common Stock and £74,812,500 is payable on the first anniversary of closing (in Common Stock and/or cash as agreed between the parties), which corresponds to approximately \$196 million, with \$96 million payable at Closing and \$100 million payable on the first anniversary of closing, and (ii) potential contingent consideration based on the achievement of certain performance thresholds over a multi-year period, which if earned will be paid in Common Stock and/or cash as agreed between the parties, and which will be payable on various dates between closing and shortly following the sixth anniversary of closing.

To the extent that the Company issues any shares of Common Stock, the Company expects to file a Current Report on Form 8-K or otherwise disclose in its quarterly or annual reports on Form 10-Q or 10-K, as applicable, disclosing, among other things, the number of shares of Common Stock actually issued. Any such issuance will be made in reliance on an exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended. The Company has agreed to file a registration statement (or an amendment or supplement to an existing registration statement) registering any such shares of Common Stock for resale.

Item 7.01. Regulation FD Disclosure

On July 30, 2025, the Company issued a press release announcing the entry into the definitive agreement to acquire Robey Warshaw. A copy of the press release is furnished as Exhibit 99.1 hereto. The information contained in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under Section 18 of the Exchange Act. Furthermore, the information contained in this Item 7.01 and Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Evercore Inc., dated July 30, 2025
104	Cover page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EVERCORE INC.

Date: July 30, 2025

By: /s/ Jason Klurfeld

Name: Jason Klurfeld

Title: General Counsel

EVERCORE

Evercore to Acquire Robey Warshaw, a Leading UK-Based Independent Advisory Firm

LONDON and NEW YORK, July 30, 2025 – Evercore (NYSE: EVR) today announced that it has entered into an agreement to acquire Robey Warshaw, a highly successful independent advisory firm headquartered in the United Kingdom. Founded in 2013, Robey Warshaw has built a reputation as a trusted advisor to some of the most prominent multinational companies in Europe and has an impressive client franchise and track record.

The consideration for the transaction is GBP 146 million, or USD 196 million, payable in two tranches, with the first payment in Evercore stock at closing, and the second payment at the one-year anniversary in stock or cash as agreed between Evercore and Robey Warshaw. There is also potential additional consideration which is based on defined performance criteria over a multi-year period.

Evercore expects the acquisition to be accretive to its Adjusted and GAAP EPS in the first full year together and thereafter. The transaction is expected to close at the beginning of the fourth quarter of 2025.

The acquisition of Robey Warshaw represents a significant strategic step for Evercore and is expected to:

- **Accelerate Evercore's Growth Strategy** – With the addition of Robey Warshaw, Evercore will enhance its market position in the UK, the largest M&A advisory market in Europe, and open further significant client opportunities across the EMEA region and globally. With Robey Warshaw, Evercore will have more than 400 bankers across nine countries in the region.
- **Expand Evercore's Global Client Reach** – Robey Warshaw's deep relationships and proven advisory excellence will complement Evercore's global platform, further supporting clients across geographies with the highest level of service and expertise.
- **Create Value for Shareholders** – The transaction is expected to be financially accretive and to further position Evercore for long-term growth across global markets.

“Robey Warshaw brings extraordinary, long-standing relationships with some of the world's leading multinational companies,” said John S. Weinberg, Evercore's chairman and chief executive officer. “Their addition to Evercore strengthens our global platform and creates exciting opportunities to expand the value we deliver to clients around the world.”

“Since its inception in 1995, Evercore has expanded its team and its capabilities every year. This approach has enabled us to become the third largest investment banking advisory firm in the world, as ranked by revenue,” said Roger C. Altman, Evercore’s founder and senior chairman. “Now, we are taking another big step forward by combining with Robey Warshaw. This will elevate the firm further in the UK, across Europe and globally. We have long admired Simon Robey and his colleagues, and their standard of excellence. This is a fortuitous and timely combination.”

Matthew Lindsey-Clark, co-head of Evercore’s EMEA Investment Banking business added, “Robey Warshaw is a highly respected firm with a long-standing track record of advising on some of the largest and most complex mandates in the UK and Europe. Their team is highly complementary to ours and the combination reinforces our commitment to building the premier advisory firm across the region and globally.”

Simon Robey, co-founder of Robey Warshaw, said, “I admire the way Evercore has grown its business so strongly and in the right way. We and Evercore share commitments to client service, excellence, integrity and independent advice. We also have a shared ambition to drive further growth. Our clients will continue to get the personal attention and care we have always strived to provide. They will also be able to benefit from greater global reach, broad product capabilities and sector expertise. Evercore is the right home for all of us, and I’m personally very excited to have made a long-term commitment to playing my part in its future.”

Simon Warshaw, co-founder of Robey Warshaw added, “The combination with Evercore is an excellent fit and creates an outstanding opportunity to provide more to our clients, whilst maintaining the highest standards of excellence that have been at the heart of Robey Warshaw. We are looking forward to working together.”

Additional information regarding Evercore is available on the Investor Relations section of Evercore’s website at www.evercore.com.

About Evercore

Evercore (NYSE: EVR) is a premier global independent investment banking advisory firm. We are dedicated to helping our clients achieve superior results through trusted independent and innovative advice on matters of strategic and financial significance to boards of directors, management teams and shareholders, including mergers and acquisitions, strategic shareholder advisory, restructurings and capital structure. Evercore also assists clients in raising public and private capital, delivers equity research and equity sales and agency trading execution, and provides wealth and investment management services to high-net-worth and institutional investors. Founded in 1995, the firm is headquartered in New York and maintains offices and affiliate offices in major financial centers in the Americas, Europe, the Middle East and Asia. For more information, please visit www.evercore.com.

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