
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): 03/27/2009

Evercore Partners Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-32975

Delaware
(State or other jurisdiction of
incorporation)

20-4748747
(IRS Employer
Identification No.)

55 East 52nd Street
37th Floor
New York, NY 10055
(Address of principal executive offices, including zip code)

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

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

5.02(e)

Effective March 26, 2009 Mr. Roger C. Altman, Co-Chief Executive Officer and Co-Chairman and Mr. Pedro Aspe, Co-Chairman each entered into an amendment to their respective Employment Agreements ("Amendments") with Evercore Partners Inc. (the "Company") and Evercore, LP (together with the Company, the "Employer"). The Amendments remove Mr. Altman's and Mr. Aspe's respective rights to receive a guaranteed annual bonus in addition to a performance bonus.

The above description of the Amendments is qualified in its entirety by reference to the copies of such amended agreements filed herewith as Exhibits 10.1, 10.2 and incorporated herein by reference.

Signature(s)

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 Partners Inc.

Date: March 27, 2009

By: /s/ Adam B. Frankel

Adam B. Frankel
General Counsel

Exhibit Index

Exhibit No.	Description
EX-10.1	Amendment to Amended And Restated Employment Agreement
EX-10.2	Amendment to Employment Agreement

AMENDMENT TO AMENDED AND RESTATED EMPLOYMENT AGREEMENT

THIS AMENDMENT dated as of March 26, 2009 by and between Evercore Partners, Inc. (the "Company"), Evercore, L.P. (the "Partnership") (Company and Partnership, each and collectively, the "Employer") and Roger C. Altman ("Executive").

WHEREAS, the Employer and Executive are parties to an Amended and Restated Employment Agreement dated February 12, 2008 (the "Employment Agreement;" capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Employment Agreement) which provides for the payment of a Guaranteed Annual Bonus as well as a Profit Annual Bonus; provided, that such Profit Annual Bonus may be determined by the Compensation Committee of the Board in its sole discretion; and

WHEREAS, the Employer and Executive desire to amend the Employment Agreement to remove the concept of a Guaranteed Annual Bonus.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged by the parties hereto and the parties hereto intending to be legally bound hereby, the Employment Agreement is hereby amended as follows, effective on the date first above written:

1. The Employment Agreement shall continue in full force and effect in accordance with the provisions thereof, except that, effective as of the date hereof, the Employment Agreement is amend as follows: section 4(a) is hereby deleted and any subsequent reference to the term "Guaranteed Annual Bonus" or "guaranteed bonus" is hereby deleted.

2. The Employment Agreement, as amended by the foregoing changes, is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment on the day and year first above written.

By: /s/ Adam Frankel
Name: Adam Frankel
Title: General Counsel

EVERCORE L.P.

By: /s/ Adam Frankel
Name: Adam Frankel
Title: General Counsel

ROGER C. ALTMAN
/s/ Roger C. Altman

AMENDMENT TO EMPLOYMENT AGREEMENT

THIS AMENDMENT dated as of March 26, 2009 by and between Evercore Partners, Inc. (the "Company"), Evercore, L.P. (the "Partnership") (Company and Partnership, each and collectively, the "Employer") and Pedro Carlos Aspe Armella ("Executive").

WHEREAS, the Employer and Executive are parties to an Employment Agreement dated August 10, 2006, as amended, as of November 7, 2008 (collectively, the "Employment Agreement;" capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Employment Agreement) which provides for the payment of a Guaranteed Annual Bonus as well as a Profit Annual Bonus; provided, that such Profit Annual Bonus may be determined by the Compensation Committee of the Board in its sole discretion; and

WHEREAS, the Employer and Executive desire to amend the Employment Agreement to remove the concept of a Guaranteed Annual Bonus.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged by the parties hereto and the parties hereto intending to be legally bound hereby, the Employment Agreement is hereby amended as follows, effective on the date first above written:

1. The Employment Agreement shall continue in full force and effect in accordance with the provisions thereof, except that, effective as of the date hereof, the Employment Agreement is amend as follows: section 4(a) is hereby deleted and any subsequent reference to the term "Guaranteed Annual Bonus" or "guaranteed bonus" is hereby deleted.

2. The Employment Agreement, as amended by the foregoing changes, is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment on the day and year first above written.

EVERCORE PARTNERS INC.

By: /s/ Adam Frankel
Name: Adam Frankel
Title: General Counsel

EVERCORE L.P.

By: /s/ Adam Frankel
Name: Adam Frankel
Title: General Counsel

PEDRO CARLOS ASPE ARMELLA
/s/ Pedro Carlos Aspe Armella
