SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)
HYMAN EDWARD S	**Evercore Inc.** [EVR]	

(Last) (First) (Middle)
C/O EVERCORE INC.
55 EAST 52ND STREET, FLOOR 38

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2017

Relationship:
	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Vice Chair EPI & Chairman EISI

(Street)
NEW YORK   NY   10055
(City) (State) (Zip)

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

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			

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 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: 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				
Class E Units of Evercore LP[(1)]	[(1)]	02/15/2017		A		179,276[(2)]		[(1)]	[(1)]	Shares of Class A common stock, par value $0.01 per share	179,276[(2)]	$0.00	2,214,064[(2)(3)]	I	Shares held in Corporation[(3)]
Class J Units of Evercore LP[(1)]	[(1)]	07/26/2017		A		989,212[(3)(4)]		[(1)]	[(1)]	Shares of Class A common stock, par value $0.01 per share	989,212[(4)]	$0.00	329,736[(3)(4)]	I	Shares held in Corporation[(3)]
Class E Units of Evercore LP[(1)]	[(1)]	02/15/2019		M		329,738[(2)]		[(1)]	[(1)]	Shares of Class A common stock, par value $0.01 per share	329,738[(2)]	$0.00	2,214,064[(2)(3)]	I	Shares held in Corporation[(3)]
Class J Units of Evercore LP[(1)]	[(1)]	02/15/2019		M			329,738[(2)]	[(1)]	[(1)]	Shares of Class A common stock, par value $0.01 per share	329,738[(2)]	$0.00	329,736[(2)(3)]	I	Shares held in Corporation[(3)]

Explanation of Responses:

1. Pursuant to the Certificate of Incorporation of Evercore Inc. and the Seventh Amended and Restated Limited Partnership Agreement of Evercore LP (the "LP Agreement"), as specified in the terms and conditions of the LP Agreement, Class E Units are, subject to certain restrictions, exchangeable on a one-for-one basis, without the payment of any consideration, into Class A common stock on quarterly exchange dates. Pursuant to the LP Agreement, Class J Units are convertible into Class E Units, without the payment of any consideration, on the occurrence of specified conversion dates pursuant the LP Agreement.

2. The Reporting Person acquired 179,276 Class E Units on February 15, 2017 as a result of the conversion of Class G Interests of Evercore LP due to the achievement of financial performance targets for Evercore's equity sales, trading and research business, 329,738 Class E units as a result of the conversion of 329,738 Class J Units on February 15, 2018, 329,738 Class E Units as a result of the conversion of 329,738 Class J Units on February 15, 2019 and an aggregate of 12,816 Class E Units as a result of internal reallocations of Evercore LP Units following the departure of Evercore LP partners pursuant to the terms and conditions of the LP Agreement.

3. The Reporting Person holds 2,214,064 Class E Units and 329,736 Class J Units through ISI Holding Inc. and ISI Holding II, Inc., each of which is a corporation controlled by the Reporting Person.

4. On July 26, 2017, the Class H Interests of Evercore LP previously held by the Reporting Person were converted by Evercore LP into Class J Units, without the payment of any consideration. As a result, and following subsequent internal reallocations of 22,854 Class J Units following the departure of Evercore LP partners pursuant to the terms and conditions of the LP Agreement, the Reporting Person ultimately acquired 989,212 Class J Units.

Remarks:

/s/ Jason Klurfeld, as Attorney-in-Fact   02/20/2019

** 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.