

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SCHLOSSTEIN RALPH</u>  (Last) (First) (Middle) <u>C/O EVERCORE PARTNERS INC.</u> <u>55 EAST 52ND STREET</u>  (Street) <u>NEW YORK NY 10055</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Evercore Partners Inc. [ EVR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Shares of Class A common stock, par value \$0.01 per share	02/02/2017		C		263,822	A	(1)	263,822	I	Shares held by trust.(2)
Shares of Class A common stock, par value \$0.01 per share	02/02/2017		S		61,551	D	\$77.683(3)	202,271	I	Shares held by trust.(2)
Shares of Class A common stock, par value \$0.01 per share	02/03/2017		S		34,039	D	\$78.5314(4)	163,889	I	Shares held by trust.(2)
Shares of Class A common stock, par value \$0.01 per share	02/03/2017		S		168,232	D	\$79.2839(5)	0	I	Shares held by trust.(2)
Shares of Class A common stock, par value \$0.01 per share	02/04/2017		F		28,628(6)	D	\$78.925	127,616	D	
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 by trust.(2)

**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				
Partnership Units of Evercore LP	(7)	02/02/2017		C		263,822		(7)	(7)	Shares of Class A common stock, par value \$0.01 per share	263,822	(1)	200,000	I	Partnership units held by trust.(2)
Partnership Units of Evercore LP	(7)							(7)	(7)	Shares of Class A common stock, par value \$0.01 per share	927,644		927,644	D	

**Explanation of Responses:**

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 are held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of these securities and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.
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 \$77.55 to \$77.75 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 \$78.00 to \$78.99 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 \$79.00 to \$79.88 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. These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock unit awards.
7. Pursuant to the Certificate of Incorporation of Evercore Partners 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 Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

**Remarks:**

/s/ Adam B. Frankel, as  
Attorney-in-Fact

02/06/2017

\*\* 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.

**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 Number.**