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

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

EVERCORE PARTNERS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-4748747
(IRS Employer
Identification No.)

**55 East 52nd Street
38th Floor
New York, New York 10055
Telephone: (212) 857-3100**
(Address, including zip code, and telephone number, including area code, of principal executive offices)

Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan
(Full Title of the Plan)

Adam B. Frankel, Esq.
Senior Managing Director and General Counsel
Evercore Partners Inc.
55 East 52nd Street
New York, NY 10055
Telephone: (212) 857-3100
(Name and address, including zip code, and telephone number, including area code, of agent for service of process)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A Common stock, par value \$0.01 per share (“Common Stock”)	10,000,000 shares	\$48.73	\$487,300,000	\$49,071.11

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares of Common Stock of Evercore Partners Inc. (the “Company” or the “Registrant”), which may become issuable to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits and other antidilution provisions.
- (2) Pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Common Stock of the Registrant on the New York Stock Exchange on June 16, 2016.

EXPLANATORY NOTE

At the 2016 annual meeting of stockholders of Evercore Partners Inc. (the “Company”), the Company’s stockholders approved the Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan (the “Plan”), which provides for grants of equity awards to designated employees, directors and other service providers of the Company and its affiliates. The number of shares of the Company’s Class A common stock, par value \$0.01 (the “Shares”) which may be granted under the Plan has been increased by 10,000,000 Shares from the 25,000,000 Shares which were previously authorized for issuance under the Amended and Restated 2006 Evercore Partners Inc. Stock Incentive Plan and the 2006 Evercore Partners Inc. Stock Incentive Plan. This Registration Statement on Form S-8 relates to the additional 10,000,000 Shares authorized for issuance under the Plan.

Pursuant to General Instruction E on Form S-8, the contents of the Registration Statement on Form S-8 with respect to the 2006 Evercore Partners Inc. Stock Incentive Plan (Registration No. 333-136506), filed with the Securities and Exchange Commission on August 11, 2006, including the information contained therein, are hereby incorporated by reference to this Registration Statement on Form S-8 (the “Registration Statement”), except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of the Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8. The documents containing the information specified in this Part I will be delivered to the participants in the Plan covered by this Registration Statement as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 4. Description of Securities

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 5. Interests of Named Experts and Counsel

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law provides, in summary, that directors and officers of Delaware corporations are entitled, under certain circumstances, to be indemnified against all expenses and liabilities (including attorneys’ fees) incurred by them as a result of suits brought against them in their capacity as a director or officer, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the Company’s best interests, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful; provided that no indemnification may be made against expenses in respect of any claim, issue or matter as to which they shall have been adjudged to be liable to the Company, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Any such indemnification may be made by the Company only as authorized in each specific case upon a determination by the stockholders, disinterested directors or independent legal counsel that indemnification is proper because the indemnitee has met the applicable standard of conduct.

The Company’s certificate of incorporation provides that the Company will indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to the Company or its stockholders for any breach of fiduciary duty, except to the extent provided by applicable law.

The Company currently maintains liability insurance for its directors and officers. Such insurance is available to the Company’s directors and officers in accordance with its terms.

Item 7. Exemption from Registration Claimed.

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 8. Exhibits

See exhibits listed under the Exhibit Index below, which is incorporated in this item herein by reference.

Item 9. Undertakings.

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on June 23, 2016.

EVERCORE PARTNERS INC.

By: /s/ Adam B. Frankel

Name: Adam B. Frankel

Title: General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrant, a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint Ralph Schlosstein, Robert C. Altman, Robert B. Walsh, Adam B. Frankel and Paul Pensa, and each of them (with full power to act alone), the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such registration statement and any or all amendments or supplements with all exhibits thereto, including any stickers or post-effective amendments to the Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on June 23, 2016.

Signature

Title

/s/ Ralph Schlosstein

Ralph Schlosstein

Chief Executive Officer
(Principal Executive Officer) and Director

/s/ Roger C. Altman

Roger C. Altman

Chairman

/s/ Richard I. Beattie

Richard I. Beattie

Director

/s/ Francois De St. Phalle

Francois De St. Phalle

Director

/s/ Gail Block Harris

Gail Block Harris

Director

/s/ Curt Hessler

Curt Hessler

Director

/s/ Robert B. Millard

Robert B. Millard

Director

/s/ Willard J. Overlock, Jr.

Willard J. Overlock, Jr.

Director

/s/ William J. Wheeler

William J. Wheeler

Director

/s/ Robert B. Walsh

Robert B. Walsh

Chief Financial Officer
(Principal Financial Officer)

/s/ Paul Pensa

Paul Pensa

Controller
(Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant(1)
4.2	Amended and Restated By-laws of the Registrant(2)
4.3	Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan(3)
5.1*	Opinion of Sullivan & Cromwell LLP
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Sullivan & Cromwell LLP (included as part of Exhibit 5.1)
24.1*	Power of Attorney (included in the signature pages to this Registration Statement)

* Filed herewith.

- (1) Incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1 (Commission File No. 333-134087), filed May 12, 2006, as amended.
- (2) Incorporated by reference to Exhibit 3(ii) of the Registrant's Current Report on Form 8-K (Commission File No. 001-32975), filed February 6, 2009.
- (3) Incorporated by reference to Annex B to the Registrant's definitive proxy statement, filed April 28, 2016.

[Letterhead of Sullivan & Cromwell LLP]

June 23, 2016

Evercore Partners Inc.,
55 East 52nd Street,
New York, New York 10055.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the “Act”) of 10,000,000 shares (the “Securities”) of Class A Common Stock, par value \$0.01 per share, of Evercore Partners Inc., a Delaware corporation (the “Company”), issuable under the Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan (the “Plan”), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, it is our opinion that, when the registration statement relating to the Securities (the “Registration Statement”) has become effective under the Act, the terms of the sale of the Securities have been duly established in conformity with the Company’s certificate of incorporation and the Plan so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding on the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and the Securities have been duly issued and sold as contemplated by the Registration Statement and the Plan, the Securities will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in any registration statement or any related prospectus or other offering material relating to the offer and sale of the Securities.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2016, relating to the consolidated financial statements of Evercore Partners Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2015.

/s/ Deloitte & Touche LLP

New York, New York
June 23, 2016