

GERARD SCOTT A
Form 4/A
August 09, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERARD SCOTT A

2. Issuer Name and Ticker or Trading Symbol
Silvercrest Asset Management Group Inc. [SAMG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)
C/O SILVERCREST ASSET MANAGEMENT GROUP, 1330 AVE. OF THE AMERICAS, 38TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2015

(Street)
NEW YORK, NY 10019

4. If Amendment, Date Original Filed (Month/Day/Year)
08/07/2015

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class B Common Stock, par value \$0.01	08/06/2015		A ⁽¹⁾⁽²⁾		48,669	A	\$ 0
					115,299	D	⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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- (3) Holdings reflect not only the grant of the RSUs, including unvested units, but transactions subsequent to such grant and prior to the filing of this amendment, each of which has been previously reported on Form 4.
- (4) Each Class B Unit is exchangeable for a share of Class A common stock of the Company, subject to the timing and volume limitations set forth in the Amended LPA.

Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 6 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.
- (5) Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 6 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.
- (6) Holders of Class B units are permitted to sell shares of Class A common stock issued upon exchange of Class B units during the first 10-day period of the open trading window of each quarter.

Remarks:

The RSUs reflected on this amendment represent the right to receive Class B Units of Silvercrest L.P. paired with a share of C

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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