

Evercore Partners Inc.
Form S-8
June 23, 2016

As filed with the Securities and Exchange Commission on June 23, 2016.

Registration No. 333-

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.)

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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	Chief Executive Officer
Ralph Schlosstein	(Principal Executive Officer) and Director
/s/ Roger C. Altman	Chairman
Roger C. Altman	
/s/ Richard I. Beattie	Director
Richard I. Beattie	
/s/ Francois De St. Phalle	Director
Francois De St. Phalle	
/s/ Gail Block Harris	Director
Gail Block Harris	
/s/ Curt Hessler	Director
Curt Hessler	
/s/ Robert B. Millard	Director
Robert B. Millard	

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/s/ Willard J. Overlock, Jr.

Director

Willard J. Overlock, Jr.

/s/ William J. Wheeler

Director

William J. Wheeler

/s/ Robert B. Walsh

Chief Financial Officer

Robert B. Walsh

(Principal Financial Officer)

/s/ Paul Pensa

Controller

Paul Pensa

(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description of Document
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.