

Altman Roger C
 Form 4
 February 05, 2018

FORM 4

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

OMB APPROVAL

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

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 *
 Altman Roger C

(Last) (First) (Middle)

C/O EVERCORE INC., 55 EAST
 52ND STREET

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Evercore Inc. [EVR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Founder and Senior Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)

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 | |
| Shares of Class A common stock, par value \$0.01 per share | 02/01/2018 | | C | | 100,000 | A | <u>(1)</u> 278,843 | D |
| Shares of Class A common stock, par value | 02/01/2018 | | C | | 75,000 | A | <u>(1)</u> 125,000 | I |
| | | | | | | | | Shares held in trust. <u>(2)</u> |

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\$0.01 per share

Shares of Class A common

stock, par value 02/01/2018

S 21,254 D \$ 101.7408 257,589 D
(3)

\$0.01 per share

Shares of Class A common

stock, par value 02/01/2018

S 634 D \$ 102.45 256,955 D
(4)

\$0.01 per share

Shares of Class A common

stock, par value 02/02/2018

S 15,884 D \$ 99.4408 241,071 D
(5)

\$0.01 per share

Shares of Class A common

stock, par value 02/02/2018

S 23,191 D \$ 100.1671 217,880 D
(6)

\$0.01 per share

Shares of Class A common

stock, par value 02/02/2018

S 3,761 D \$ 100.9072 214,119 D
(7)

\$0.01 per share

Shares of Class A common

stock, par value 02/01/2018

S 23,859 D \$ 101.7566 101,141 I
(8)

\$0.01 per share

Shares held in trust. (2)

Shares of Class A common 02/01/2018

S 2,266 D \$ 102.4993 98,875 I
(9)

Shares held in trust. (2)

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| | | | | | | | | |
|--|------------|---|--------|---|---------------------|--------|---|---------------------------|
| stock, par value \$0.01 per share | | | | | | | | |
| Shares of Class A common stock, par value \$0.01 per share | 02/02/2018 | S | 15,434 | D | \$ 99.4403 (5) | 83,441 | I | Shares held in trust. (2) |
| Shares of Class A common stock, par value \$0.01 per share | 02/02/2018 | S | 22,699 | D | \$ 100.1667 (6) | 60,742 | I | Shares held in trust. (2) |
| Shares of Class A common stock, par value \$0.01 per share | 02/02/2018 | S | 3,596 | D | \$ 100.8837 (10) | 57,146 | I | Shares held in trust. (2) |
| 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 in trust. (2) |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 | 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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|---------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Partnership units of Evercore LP | (11) | 02/01/2018 | | C | 100,000 | (11) | (11) | Shares of Class A common stock, par value \$0.01 per share | 100,000 |
| Partnership units of Evercore LP | (11) | 02/01/2018 | | C | 75,000 | (11) | (11) | Shares of Class A common stock, par value \$0.01 per share | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Altman Roger C C/O EVERCORE INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | X | | | Founder and Senior Chairman |

Signatures

/s/ Robert B. Walsh,
Attorney-in-Fact

02/05/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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 of Class A common stock are held for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these securities of Class A common stock held by the trust and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these securities of Class A common stock for the purposes of Section 16 or any other purpose.

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(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 \$101.40 to \$102.35 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 \$102.40 to \$102.50 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 \$98.75 to \$99.725 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) 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 \$99.75 to \$100.725 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.

(7) 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 \$100.75 to \$101.175 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.

(8) 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 \$101.35 to \$102.30 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.

(9) 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 \$102.35 to \$102.80 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.

(10) 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 \$100.75 to \$101.10 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.

(11) Pursuant to the Restated Certificate of Incorporation of Evercore 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 Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.