

GREENHILL & CO INC  
Form 8-K  
November 10, 2008

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

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of Earliest Event Reported): November 6, 2008**

**GREENHILL & CO., INC.**  
(Exact name of registrant as specified in its charter)  
**Commission file number 001-32147**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0500737**  
(I.R.S. Employer  
Identification No.)

**300 Park Avenue, 23<sup>rd</sup> floor**  
**New York, New York 10022**  
(Address of principal executive offices)

**10022**  
(ZIP Code)

**Registrant's telephone number, including area code: (212) 389-1500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

On November 6, 2008, Greenhill & Co., Inc. (the Company ) entered into an underwriting agreement, a copy of which is attached hereto as Exhibit 1.1, with Goldman, Sachs & Co. as representative of the underwriters (collectively, the Underwriters ) related to the public offering of 3,500,000 shares of the Company s common stock, par value \$0.01 per share (the Shares ) at a public offering price of \$56.00 per share. The Company offered 1,250,000 Shares and selling stockholders offered 2,250,000 Shares. Moreover, the Underwriters had an option to purchase an additional 525,000 shares of the Company s common stock, par value \$0.01 per share (the Option Shares ) from the selling stockholders, which they exercised on November 7, 2008. The Shares and the Option Shares are expected to be delivered against payment therefor on November 13, 2008.

**Section 9. Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibit is being furnished as part of this Report.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement dated July 10, 2008
99.1	Press Release of Greenhill & Co., Inc. dated November 7, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

**Greenhill & Co., Inc.**

Date: November 10, 2008

By: /s/ Richard J. Lieb

Name: Richard J. Lieb

Title: Chief Financial Officer

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**EXHIBIT INDEX**

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