

Evercore Partners Inc.  
Form 4  
June 16, 2014

**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 \*  
**SCHLOSSTEIN RALPH**

(Last) (First) (Middle)

C/O EVERCORE PARTNERS  
INC., 55 EAST 52ND STREET,  
38TH FLOOR

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2014

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)  
President and CEO

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 Ownership (Instr. 4)	
			(A) or (D)	Code V	Amount	Price		
Shares of Class A common stock, par value \$0.01 per share	06/13/2014		A <sup>(1)</sup>	49	A	\$ 0	633,210	D
Shares of Class A common stock, par value \$0.01	06/13/2014		A <sup>(2)</sup>	34	A	\$ 0	633,244	D

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per share								
Shares of Class A common stock, par value \$0.01 per share	06/13/2014	<u>A<sup>(3)</sup></u>	154	A	\$ 0	633,398	D	
Shares of Class A common stock, par value \$0.01 per share	06/13/2014	<u>A<sup>(4)</sup></u>	65	A	\$ 0	633,463	D	
Shares of Class A common stock, par value \$0.01 per share	06/13/2014	<u>A<sup>(5)</sup></u>	224	A	\$ 0	633,687	D	
Shares of Class A common stock, par value \$0.01 per share	06/13/2014	<u>A<sup>(6)</sup></u>	175	A	\$ 0	633,862	D	
Shares of Class A common stock, par value \$0.01 per share	06/13/2014	<u>A<sup>(7)</sup></u>	175	A	\$ 0	634,037	D	
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. <u>(8)</u>

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

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Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 14,361 unvested underlying RSUs awarded on February 15, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 15, 2012.

- (5) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 50,000 unvested underlying RSUs awarded on January 29, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on January 29, 2013.

- (6) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 39,113 unvested underlying RSUs awarded on February 12, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 12, 2013.

- (7) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 39,073 unvested underlying RSUs awarded on February 11, 2014. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 11, 2014.

- (8) This share of Class B common stock is held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of this share of Class B common stock and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.

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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