

GREENHILL & CO INC
Form SC 13D/A
November 13, 2018

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

Schedule 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Greenhill & Co., Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

395259104

(CUSIP Number)

Scott L. Bok

c/o Greenhill & Co., Inc.

300 Park Avenue

New York, New York 10022

(212) 389-1500

with a copy to:

Harold J. Rodriguez, Jr.

Greenhill & Co., Inc.

300 Park Avenue

New York, New York 10022

(212) 389-1500

(Name, address and telephone number of person authorized to receive notices and communications)

November 9, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1 Names of Reporting Persons

Scott L. Bok

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. b.

3 SEC Use Only

4 Source of Funds (See Instructions)

PF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

Number of **7** Sole Voting Power

Shares

Beneficially **None**
8 Shared Voting Power

Owned By

Each

Reporting **1,596,537**
9 Sole Voting Power

Person

With **None**
10 Shared Dispositive Power

1,596,537

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,596,537

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

7.8%

14 Type of Reporting Person (See Instructions)

IN

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1 Names of Reporting Persons

Bok Family Partners, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

- a.
- b.

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially **None**
8 Shared Voting Power

Owned By

Each

728,243
Reporting **9** Sole Dispositive Power

Person

With **None**
10 Shared Dispositive Power

728,243

11 Aggregate Amount Beneficially Owned by Each Reporting Person

728,243

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

3.6%

14 Type of Reporting Person (See Instructions)

PN

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1 Names of Reporting Persons

Bok Family Foundation

2 Check the Appropriate Box If a Member of a Group (See Instructions)

- a.
- b.

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Connecticut

Number of **7** Sole Voting Power

Shares

Beneficially **None**
8 Shared Voting Power

Owned By

Each

Reporting **288,783**
9 Sole Dispositive Power

Person

With **None**
10 Shared Dispositive Power

288,783

11 Aggregate Amount Beneficially Owned by Each Reporting Person

288,783

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

1.4%

14 Type of Reporting Person (See Instructions)

OO

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1 Names of Reporting Persons

Scott L. Bok November 2015 Annuity Trust

2 Check the Appropriate Box If a Member of a Group (See Instructions)

- a.
- b.

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

New York

Number of **7** Sole Voting Power

Beneficially

Owned By **169,652**
8 Shared Voting Power
Each

Reporting

Person **None**
9 Sole Dispositive Power

With

169,652
10 Shared Dispositive Power

None

11 Aggregate Amount Beneficially Owned by Each Reporting Person

169,652

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

0.8%

14 Type of Reporting Person (See Instructions)

OO

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1 Names of Reporting Persons**Scott L. Bok November 2018 Annuity Trust****2** Check the Appropriate Box If a Member of a Group (See Instructions)

a. b.

3 SEC Use Only**4** Source of Funds (See Instructions)**AF****5** Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**6** Citizenship or Place of Organization**New York**Number of **7** Sole Voting Power

Shares

Beneficially **409,859****8** Shared Voting Power

Owned By

Each

NoneReporting **9** Sole Dispositive Power

Person

With **409,859****10** Shared Dispositive Power

None

11 Aggregate Amount Beneficially Owned by Each Reporting Person

409,859

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

2.0%

14 Type of Reporting Person (See Instructions)

OO

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Explanatory Note

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The purpose of this Amendment No. 2 (the Amendment No. 2) to the Schedule 13D filed with the U.S. Securities and Exchange Commission on January 10, 2018, as amended on June 26, 2018 (the Schedule 13D) is to reflect an increase in the percentage of the shares of Common Stock, par value \$0.01 per share (the Shares), of Greenhill & Co., Inc., a Delaware corporation (the Issuer), beneficially owned by the Reporting Persons. The increase in the percentage of the Shares beneficially owned by the Reporting Persons since the Schedule 13D was last amended on June 26, 2018 is attributable to (i) Bok Family Partners, L.P.'s purchase on the open market of 42,500 Shares on November 8, 2018, of 43,910 Shares on November 9, 2018, of 92,574 Shares on November 12, 2018 and of 41,650 Shares on November 13, 2018 and (ii) a decrease in the outstanding Shares. In addition, this Amendment No. 2 reflects Scott L. Bok's transfer of 366,667 Shares from his direct beneficial ownership to that of Bok Family Partners, L.P. on August 28, 2018 and of 409,859 Shares from his direct beneficial ownership to that of the Scott L. Bok November 2018 Annuity Trust, which is now listed as a Reporting Person on this Amendment No. 2, on November 7, 2018 (such transfers collectively the Intra-Group Transfers). The Intra-Group Transfers resulted in no change in the aggregate number of Shares beneficially owned by the Reporting Persons. Except as set forth below, all Items of the Schedule 13D remain unchanged. Capitalized terms used in this Amendment No. 2 and not otherwise defined shall have the respective meanings assigned to such terms in the Schedule 13D.

Item 2. Identity and Background.

Item 2 is amended and restated as follows:

Reporting Person	Address of Principal Office / Business or Residence Address	Jurisdiction of		Occupation and Name / Address of Employer	Principal Business
		Organization /	Citizenship		
Scott L. Bok	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	United States of America		Chief Executive Officer of Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	Investment Banking
Bok Family Partners, L.P.	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	Delaware		N/A	Holding Company
Bok Family Foundation	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	Connecticut		N/A	Charitable Foundation
Scott L. Bok November 2015 Annuity Trust	c/o Greenhill & Co., Inc., 300 Park Avenue, New York,	New York		N/A	Grantor Retained Annuity Trust Holding Assets for

NY 10022

the Benefit of
Scott L. Bok and
His Two Children

Scott L. Bok November
2018 Annuity Trust

c/o Greenhill & Co., New York
Inc., 300 Park
Avenue, New York,
NY 10022

N/A

Grantor Retained
Annuity Trust
Holding Assets for
the Benefit of
Scott L. Bok and
His Two Children

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Director / Officer / Control Person of a Reporting Person	Address of Principal Office / Business or Residence Address	Jurisdiction of Organization / Citizenship	Occupation and Name / Address of Employer	Principal Business
	<i>Bok Family Partners, L.P. Control Persons</i>			
Scott L. Bok, General Partner	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	See above.	See above.	See above.
	<i>Bok Family Foundation Control Persons</i>			
Scott L. Bok, Trustee	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	See above.	See above.	See above.
Roxanne Bok, Trustee	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	United States of America	Not employed.	N/A
Elliot Peter Bok, Trustee	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	United States of America	Financial Analyst, CBRE Group, 200 Park Avenue, New York, NY 10166	Commercial Real Estate Services
	<i>Scott L. Bok November 2015 Annuity Trust Control Persons</i>			
Scott L. Bok, Trustee	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	See above.	See above.	See above.
	<i>Scott L. Bok November 2018 Annuity Trust Control Persons</i>			
Scott L. Bok, Trustee	c/o Greenhill & Co., Inc., 300 Park Avenue, New York, NY 10022	See above.	See above.	See above.

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During the last five years, none of the Reporting Persons nor directors, officers or other control persons of a Reporting Person, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to add the following:

On November 8, 2018, Bok Family Partners, L.P. purchased 42,500 Shares through a broker on the open market at a price per share of \$23.26. The source of funds for such purchase was personal funds lent to Bok Family Partners, L.P. by its general partner, Scott L. Bok.

On November 9, 2018, Bok Family Partners, L.P. purchased 43,910 Shares through a broker on the open market at a price per share of \$22.91. The source of funds for such purchase was personal funds lent to Bok Family Partners, L.P. by its general partner, Scott L. Bok.

On November 12, 2018, Bok Family Partners, L.P. purchased 92,574 Shares through a broker on the open market at a price per share of \$22.24. The source of funds for such purchase was personal funds lent to Bok Family Partners, L.P. by its general partner, Scott L. Bok.

On November 13, 2018, Bok Family Partners, L.P. purchased 41,650 Shares through a broker on the open market at a price per share of \$22.40. The source of funds for such purchase was personal funds lent to Bok Family Partners, L.P. by its, general partner Scott L. Bok.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add the following:

As of November 13, 2018, a second grantor retained annuity trust of which Scott L. Bok is the sole trustee was added as a Reporting Person.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated as follows:

(a) See Item 9 on the Cover Pages to this Amendment No. 2. Percentages are based on 20,507,020 Shares outstanding as of November 9, 2018.

As of the date hereof, the Reporting Persons beneficially own 1,596,537 Shares as a group, representing approximately 7.8% of the outstanding Shares.

Scott L. Bok. Scott L. Bok is the direct beneficial owner of no Shares.

Bok Family Partners, L.P. Scott L. Bok controls Bok Family Partners, L.P. Bok Family Partners, L.P. is the direct beneficial owner of 728,243 Shares, representing approximately 3.6% of the outstanding Shares.

Bok Family Foundation. Scott L. Bok controls the Bok Family Foundation. The Bok Family Foundation is the direct beneficial owner of 288,783 Shares, representing approximately 1.4% of the outstanding Shares.

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Scott L. Bok November 2015 Annuity Trust. Scott L. Bok controls the Scott L. Bok November 2015 Annuity Trust. The Scott L. Bok November 2015 Annuity Trust is the direct beneficial owner of 169,652 Shares, representing approximately 0.8% of the outstanding Shares.

Scott L. Bok November 2018 Annuity Trust. Scott L. Bok controls the Scott L. Bok November 2018 Annuity Trust. The Scott L. Bok November 2018 Annuity Trust is the direct beneficial owner of 409,859 Shares, representing approximately 2.0% of the outstanding Shares.

(b) Number of Shares as to which each Reporting Person has:

- (i) Sole power to vote or to direct the vote: See item 7 on the Cover Pages to this Amendment No. 2.
- (ii) Shared power to vote or to direct the vote: See item 8 on the Cover Pages to this Amendment No. 2.
- (iii) Sole power to dispose or to direct the disposition: See item 9 on the Cover Pages to this Amendment No. 2.
- (iv) Shared power to dispose or to direct the disposition: See item 10 on the Cover Pages to this Amendment No. 2.

(c) On November 7, 2018, Scott L. Bok transferred 409,859 Shares from his direct beneficial ownership to that of the Scott L. Bok November 2018 Annuity Trust.

On November 8, 2018, Bok Family Partners, L.P. purchased 42,500 Shares through a broker on the open market at a price per share of \$23.26.

On November 9, 2018, Bok Family Partners, L.P. purchased 43,910 Shares through a broker on the open market at a price per share of \$22.91.

On November 12, 2018, Bok Family Partners, L.P. purchased 92,574 Shares through a broker on the open market at a price per share of \$22.24.

On November 13, 2018, Bok Family Partners, L.P. purchased 41,650 Shares through a broker on the open market at a price per share of \$22.40.

Except as described in this Item 5(c), there have been no transactions in Shares effected during the past 60 days by any of the Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is amended and restated as follows:

Equity Incentive Plan. As the Chief Executive Officer of the Issuer, Scott L. Bok is eligible to receive awards under the Issuer's Equity Incentive Plan, which was adopted to motivate employees of the Issuer and allow them to

participate in the ownership of Shares. The Equity Incentive Plan, as amended and restated, became effective as of March 9, 2015 and was approved by the Issuer's stockholders at the Issuer's annual meeting in April, 2015 (the Equity Incentive Plan). The Equity Incentive Plan is administered by the Compensation Committee, which has the authority, either directly or through its delegates, to grant equity awards to eligible persons including employees, directors and certain other non-employees as selected by the Compensation Committee. Awards under the Equity Incentive

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Plan may be granted in the form of stock options, restricted stock, restricted stock units, performance awards, or other stock-based awards. The maximum number of shares that may be issued under the Equity Incentive Plan in respect of awards granted thereunder is 10,000,000, subject to certain adjustments for major corporate transactions or awards which are cancelled, terminated, forfeited, fail to vest or are otherwise not paid or settled for any reason. Awards granted under the Equity Incentive Plan generally vest ratably over a period of up to five years beginning on the first anniversary of the grant date or in full on the fifth anniversary of the grant date. The default treatment under the Equity Incentive Plan provides that awards shall fully vest upon a termination of employment as a result of death, disability or retirement and that awards are forfeited upon any other termination of employment outside of the change in control context. This summary of the Equity Incentive Plan is qualified in its entirety by reference to the Equity Incentive Plan, a copy of which is attached hereto as Exhibit 1 and incorporated herein by reference.

Greenhill & Co., Inc. Equity Incentive Plan Restricted Stock Unit Award Notification. On September 25, 2017, the Compensation Committee granted Scott L. Bok a \$2,750,000 award of PRSUs in exchange for agreeing to forego 90% of his base salary, effective as of January 1, 2018 and through December 31, 2022. Each PRSU represents the right to receive, upon and subject to the vesting of the PRSU, the number of Shares determined under the award agreement. Such PRSUs will be eligible for vesting on the earlier to occur of (i) September 30, 2022 and (ii) the maturity date of the 2017 Term Loans, subject to Scott L. Bok's continued employment through such date and the Compensation Committee's determination that (x) the Recapitalization transactions have been completed, (y) there has been no default in relation to the 2017 Term Loans and (z) the 2017 Term Loans have been repaid in full. The PRSU award described above is subject to the terms and conditions, including provisions relating to termination and change of control, of the Equity Incentive Plan and the Form of Greenhill & Co., Inc. Equity Incentive Plan Restricted Stock Unit Award Notification (the PRSU Award Notification). This summary of the PRSU Award Notification is qualified in its entirety by reference to the PRSU Award Notification, a copy of which is attached hereto as Exhibit 2 and incorporated herein by reference.

Joint Filing Agreement. On January 10, 2018, each of Scott L. Bok, Bok Family Partners, L.P., the Bok Family Foundation and the Scott L. Bok 2015 Annuity Trust entered into an agreement (the Joint Filing Agreement) in which the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. This summary of the Joint Filing Agreement is qualified in its entirety by reference to the Joint Filing Agreement, a copy of which is attached hereto as Exhibit 3 and incorporated herein by reference.

Funding Arrangement. On November 8, 2018, November 9, 2018, November 12, 2018 and November 13, 2018, Scott L. Bok lent personal funds to Bok Family Partners, L.P. to fund the transactions described in Item 3 to this Amendment No. 2 (the Funding Arrangement).

Joinder Agreement. On November 13, 2018, Scott L. Bok, in his capacity as trustee of the Scott L. Bok November 2018 Annuity Trust, executed a joinder agreement (the Joinder Agreement) to the Joint Filing Agreement, pursuant to which the Scott L. Bok November 2018 Annuity Trust agreed to be bound by the terms and conditions set forth in the Joint Filing Agreement providing for the joint filing on behalf of each of the Reporting Persons of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. This summary of the Joinder Agreement is qualified in its entirety by reference to the Joinder Agreement, a copy of which is attached hereto as Exhibit 4 and incorporated herein by reference.

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Except for the Equity Incentive Plan, PRSU Award Notification, Joint Filing Agreement, Funding Arrangement and Joinder Agreement, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise), including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, between the persons enumerated in Item 2, and any other person, with respect to any securities of the Issuer, including any securities pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities other than standard default and similar provisions contained in loan agreements.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following:

Exhibit Number	Description
4	Joinder Agreement, dated November 13, 2018, to the Joint Filing Agreement.

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SIGNATURES**

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After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 13, 2018

Scott L. Bok

By: /s/ Scott L. Bok
Name: Scott L. Bok

Bok Family Partners, L.P.

By: /s/ Scott L. Bok
Name: Scott L. Bok
Title: General Partner

Bok Family Foundation

By: /s/ Scott L. Bok
Name: Scott L. Bok
Title: Trustee

Scott L. Bok November 2015 Annuity Trust

By: /s/ Scott L. Bok
Name: Scott L. Bok
Title: Trustee

Scott L. Bok November 2018 Annuity Trust

By: /s/ Scott L. Bok
Name: Scott L. Bok
Title: Trustee

EXHIBIT INDEX

Exhibit

Number

Description

- | | |
|---|---|
| 1 | Amended and Restated Equity Incentive Plan (incorporated by reference to Exhibit A to the Issuer's Definitive Proxy Statement on Schedule 14A, filed on March 13, 2015).* |
| 2 | Form of Greenhill & Co., Inc. Equity Incentive Plan Restricted Stock Unit Award Notification (incorporated by reference to Exhibit 10.4 to the Issuer's Current Report on Form 8-K filed on September 26, 2017).* |
| 3 | Joint Filing Agreement, dated January 10, 2018, by and among the Reporting Persons.* |
| 4 | Joinder Agreement, dated November 13, 2018, to the Joint Filing Agreement. |

* Previously filed.