

HYMAN EDWARD S

Form 4

February 20, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HYMAN EDWARD S

(Last) (First) (Middle)

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

(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)
02/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice Chair EPI & Chairman EISI

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

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Class E Units of Evercore LP <u>(1)</u>	<u>(1)</u>	02/15/2017	A		179,276 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share	179,2 <u>(2)</u>	
Class J Units of Evercore LP <u>(1)</u>	<u>(1)</u>	07/26/2017	A		989,212 <u>(3)</u> <u>(4)</u>		<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share	989,2 <u>(4)</u>	
Class E Units of Evercore LP <u>(1)</u>	<u>(1)</u>	02/15/2019	M		329,738 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share	329,7 <u>(2)</u>	
Class J Units of Evercore LP <u>(1)</u>	<u>(1)</u>	02/15/2019	M			329,738 <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share	329,7 <u>(2)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYMAN EDWARD S C/O EVERCORE INC. 55 EAST 52ND STREET, FLOOR 38 NEW YORK, NY 10055			Vice Chair EPI & Chairman EISI	

Signatures

/s/ Jason Klurfeld, as
Attorney-in-Fact

02/20/2019

__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).

Pursuant to the Certificate of Incorporation of Evercore Inc. and the Seventh Amended and Restated Limited Partnership Agreement of Evercore LP (the "LP Agreement"), as specified in the terms and conditions of the LP Agreement, Class E Units are, subject to certain

- (1) restrictions, exchangeable on a one-for-one basis, without the payment of any consideration, into Class A common stock on quarterly exchange dates. Pursuant to the LP Agreement, Class J Units are convertible into Class E Units, without the payment of any consideration, on the occurrence of specified conversion dates pursuant the LP Agreement.

The Reporting Person acquired 179,276 Class E Units on February 15, 2017 as a result of the conversion of Class G Interests of Evercore LP due to the achievement of financial performance targets for Evercore's equity sales, trading and research business, 329,738 Class E

- (2) units as a result of the conversion of 329,738 Class J Units on February 15, 2018, 329,738 Class E Units as a result of the conversion of 329,738 Class J Units on February 15, 2019 and an aggregate of 12,816 Class E Units as a result of internal reallocations of Evercore LP Units following the departure of Evercore LP partners pursuant to the terms and conditions of the LP Agreement.

- (3) The Reporting Person holds 2,214,064 Class E Units and 329,736 Class J Units through ISI Holding Inc. and ISI Holding II, Inc., each of which is a corporation controlled by the Reporting Person.

On July 26, 2017, the Class H Interests of Evercore LP previously held by the Reporting Person were converted by Evercore LP into Class J Units, without the payment of any consideration. As a result, and following subsequent internal reallocations of 22,854 Class J

- (4) Units following the departure of Evercore LP partners pursuant to the terms and conditions of the LP Agreement, the Reporting Person ultimately acquired 989,212 Class J Units.

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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