

Silvercrest Asset Management Group Inc.

Form 4

July 02, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COCHRAN GEORGE MOFFETT

(Last) (First) (Middle)

C/O SILVERCREST ASSET
MANAGEMENT GROUP I, 1330
AVENUE OF THE AMERICAS,
38TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Silvercrest Asset Management Group
Inc. [SAMG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/02/2013

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)
Chairman 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 Indirect Beneficial Ownership (Instr. 4)
Class B common stock, par value \$0.01 ⁽¹⁾ ⁽²⁾	07/02/2013		S	206,295	D \$ 0.01	1,856,844 ⁽³⁾	D
Class A common stock, par value	07/02/2013		P	4,545	A \$ 11	4,545	I By wife

\$0.01

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 (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 (Instr. 8)	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)		8. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units ⁽⁴⁾ <u>(5)</u> <u>(6)</u>	<u>(4)</u>	07/02/2013		S		206,295		<u>(5)</u> <u>(6)</u> <u>(7)</u>	<u>(5)</u> <u>(6)</u> <u>(7)</u>	Class A common stock, par value \$0.01	206,295

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCHRAN GEORGE MOFFETT C/O SILVERCREST ASSET MANAGEMENT GROUP I 1330 AVENUE OF THE AMERICAS, 38TH FLOOR NEW YORK, NY 10019	X	X	Chairman and CEO	

Signatures

/s/ George Moffett
Cochran

07/02/2013

 **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).

Holders of Class B common stock are not entitled to participate in any dividends or other distributions made by Silvercrest Asset

(1) Management Group Inc. (the "Corporation") to holders of its capital stock (except for the right to receive the Corporation's liquidation or dissolution).

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(2) Each share of Class B common stock entitles the holder to one (1) vote per share on all matters submitted to a vote of the Corporation's common stockholders. Shares of Class B common stock are not transferable unless transferred concurrently with the corresponding Class B unit and with the consent of the Corporation and Silvercrest L.P. The Corporation purchased the Class B common stock in connection with its purchase of a corresponding number of Class B Units of Silvercrest L.P. for an aggregate of approximately \$2.1 million.

(3) This amount does not include the 143,083 shares of Class B common stock owned by the Moffett Cochran GRAT 2010 of which Mr. Cochran is the trustee.

(4) Pursuant to the second amendment and restatement of Silvercrest L.P.'s limited partnership agreement, dated as of November 13, 2012 (the "Amended LPA") and effective as of June 26, 2013, among the Corporation, as the general partner post-reorganization of Silvercrest L.P., Silvercrest GP LLC, as the general partner pre-reorganization of Silvercrest L.P. and the holder of certain units of Silvercrest L.P. and the holders of such reclassified units of Silvercrest L.P., each Class B unit is exchangeable for a share of Class A common stock of the Corporation, subject to the timing and volume limitations set forth in the Amended LPA.

(5) Pursuant to the Amended LPA and an exchange agreement entered into among the Corporation and holders of Class B units (the "Exchange Agreement"), no Class B units may be exchanged for Class A common stock prior to January 2, 2014, unless the employment of a holder of Class B units is terminated, at which time, other than in the case of retirement or a termination for cause, all Class B units automatically are exchanged for shares of Class A common stock.

(6) Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 6 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.

(7) On or after January 2, 2014, holders of Class B units will be permitted to sell shares of Class A common stock issued upon exchange of Class B units during the first 10-day period of the open trading window of each quarter by submitting a request to the Executive Committee of Silvercrest L.P. to sell a specified number of shares, subject to the sole discretion of the Executive Committee.

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.