

Evercore Partners Inc.  
Form 4  
June 16, 2014

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Altman Roger C

(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) Executive Chairman

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<br>Security<br>(Instr. 3)                                     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Shares of<br>Class A<br>common<br>stock, par<br>value \$0.01<br>per share | 06/13/2014                              |                                                             | A <sup>(1)</sup>         | 66                                                                         | A                | \$ 0 309,976                                                                                                       | D                                                                    |                                                                   |
| Shares of<br>Class A<br>common<br>stock, par<br>value \$0.01              | 06/13/2014                              |                                                             | A <sup>(2)</sup>         | 41                                                                         | A                | \$ 0 310,017                                                                                                       | D                                                                    |                                                                   |

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per share

Shares of  
Class A  
common  
stock, par  
value \$0.01  
per share

06/13/2014

A<sup>(3)</sup>

207

A

\$ 0

310,224

D

Shares of  
Class A  
common  
stock, par  
value \$0.01  
per share

06/13/2014

A<sup>(4)</sup>

89

A

\$ 0

310,313

D

Shares of  
Class A  
common  
stock, par  
value \$0.01  
per share

06/13/2014

A<sup>(5)</sup>

246

A

\$ 0

310,559

D

Shares of  
Class A  
common  
stock, par  
value \$0.01  
per share

06/13/2014

A<sup>(6)</sup>

165

A

\$ 0

310,724

D

Shares of  
Class A  
common  
stock, par  
value \$0.01  
per share

50,000

I

See  
footnote.  
(7)

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. (8)

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
displays a currently valid OMB control  
number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |                    |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                                       | Director      | 10% Owner | Officer            | Other |
| Altman Roger C<br>C/O EVERCORE PARTNERS INC.<br>55 EAST 52ND STREET, 38TH FLOOR<br>NEW YORK, NY 10055 | X             |           | Executive Chairman |       |

## Signatures

/s/ Adam B. Frankel, as  
Attorney-in-Fact

06/16/2014

\*\*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).

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 14,717 unvested underlying RSUs  
(1) awarded on February 4, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2011.

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 9,097 unvested underlying RSUs  
(2) awarded on February 18, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2011.

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 46,257 unvested underlying RSUs  
(3) awarded on February 6, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 6, 2012.

(4)

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Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 19,746 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 54,856 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.

- (6) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 36,775 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.

- (7) These shares of Class A common stock are held for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class A common stock held by the trust and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class A common stock for the purposes of Section 16 or any other purpose.

- (8) This share of Class B common stock is held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of this share of Class B common stock and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman 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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