

Evercore Partners Inc.  
Form 4  
December 15, 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**

(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)  
**12/12/2014**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Shares of Class A common stock, par value \$0.01 per share	12/12/2014		A <sup>(1)</sup>	61 A \$ 0	635,072	D	
Shares of Class A common stock, par value \$0.01 per share	12/12/2014		A <sup>(2)</sup>	43 A \$ 0	635,115	D	

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Shares of Class A common stock, par value \$0.01 per share	12/12/2014	<u>A<sup>(3)</sup></u>	192	A	\$ 0	635,307	D	
Shares of Class A common stock, par value \$0.01 per share	12/12/2014	<u>A<sup>(4)</sup></u>	81	A	\$ 0	635,388	D	
Shares of Class A common stock, par value \$0.01 per share	12/12/2014	<u>A<sup>(5)</sup></u>	280	A	\$ 0	635,668	D	
Shares of Class A common stock, par value \$0.01 per share	12/12/2014	<u>A<sup>(6)</sup></u>	219	A	\$ 0	635,887	D	
Shares of Class A common stock, par value \$0.01 per share	12/12/2014	<u>A<sup>(7)</sup></u>	219	A	\$ 0	636,106	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 <sup>(8)</sup>

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

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(9-02)

number.

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOSSTEIN RALPH C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		President and CEO	

## Signatures

/s/ Adam B. Frankel, as Attorney-in-Fact 12/15/2014

\_\_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).
  - (1) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 10,769 unvested underlying RSUs 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.
  - (2) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 7,581 unvested underlying RSUs 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.
  - (3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 34,265 unvested underlying RSUs 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) 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.

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(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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