

GREENHILL & CO INC
Form 8-K
November 20, 2009

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

**FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of Report (Date of Earliest Event Reported): November 18, 2009**

GREENHILL & CO., INC.
(Exact Name of Registrant as Specified in Its Charter)
Commission file number 001-32147

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

51-0500737
(I.R.S. Employer
Identification Number)

300 Park Avenue, 23rd floor
New York, New York 10022
(Address of principal executive offices)

10022
(ZIP Code)

Registrant's telephone number, including area code: (212) 389-1500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

On November 18, 2009, Greenhill & Co., Inc. (the Company) entered into an underwriting agreement, a copy of which is attached hereto as Exhibit 1.1, with Goldman, Sachs & Co. as the underwriter (the Underwriter), pursuant to which selling stockholders sold to the Underwriter 2,500,000 shares of the Company s common stock, par value \$0.01 per share (the Shares) at a price of \$82.536 per share. The Shares are expected to be delivered against payment therefor on November 23, 2009.

The offering of the Shares was registered under the Securities Act of 1933, as amended, pursuant to the Company s shelf registration statement on Form S-3 File No. 333-163166 (the Registration Statement). The above description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement. A copy of the Underwriting Agreement is incorporated herein by reference and is attached to this Current Report on Form 8-K as Exhibit 1.1. In addition, the Underwriting Agreement is incorporated by reference as an exhibit to the Registration Statement.

Item 8.01. Other Events

The opinion and consent of Davis Polk & Wardwell LLP as to the validity of the Shares offered and sold pursuant to the Registration Statement are each filed herewith and are each incorporated by reference into the Registration Statement.

Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being furnished as part of this Report.

| Exhibit Number | Description |
|-----------------------|--|
| 1.1 | Underwriting Agreement dated November 18, 2009 |
| 5.1 | Opinion of Davis Polk & Wardwell LLP |
| 23.2 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

Greenhill & Co., Inc.

Date: November 19, 2009

By: /s/ Richard J. Lieb

Name: Richard J. Lieb

Title: Chief Financial Officer

EXHIBIT INDEX

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