

Evercore Partners Inc.
Form 3
November 23, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â WEINBERG JOHN S</p> <p>(Last) (First) (Middle)</p> <p>C/O EVERCORE PARTNERS INC., Â 55 EAST 52ND STREET, FLOOR 38</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10055</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/18/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Evercore Partners Inc. [EVR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Chairman</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Shares of Class B common stock, par value \$0.01 per share	1	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Restricted Stock Units	Â (1)	Â (1)	Shares of Class A common stock, par value \$0.01 per share	900,000	\$ (2)	D Â
Partnership Units of Evercore LP	Â (3)	Â (3)	Shares of Class A common stock, par value \$0.01 per share	400,000	\$ (4)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINBERG JOHN S C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, FLOOR 38 NEW YORK, NY 10055	Â X	Â	Â Executive Chairman	Â

Signatures

/s/ John S. Weinberg
Date: 11/23/2016

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These Restricted Stock Units are scheduled to vest 18% on December 31, 2016, 14% on March 1, 2018 and each of the first three anniversaries thereof, and 26% on March 1, 2022, subject to the Reporting Person's continuous service through the applicable vesting dates and subject to accelerated vesting upon a change in control or in connection with specified termination events.
- (2) Each Restricted Stock Unit represents the contingent right to receive one share of the Company's Class A common stock, par value \$0.01 per share ("Class A Common Stock") or, at the election of the Company, a cash payment equal to the value thereof.
- (3) These Evercore LP partnership units are subject to both service vesting conditions and performance vesting conditions and will vest only upon both the Reporting Person's continued service through March 1, 2022 and the Company's achievement of a specified average stock price for the Company's Class A Common Stock prior to such date, subject to accelerated vesting upon a change in control or in connection with specified termination events.
- (4)

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Upon vesting as described in footnote (3) above, these Evercore LP partnership units are, pursuant to the Certificate of Incorporation of Evercore Partners Inc. and, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-for-one basis for shares of the Company's Class A Common Stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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