

GREENHILL & CO INC
Form 8-K
April 25, 2018

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): April 25, 2018

GREENHILL & CO., INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-32147

Delaware
(State or other jurisdiction

of incorporation)

51-0500737
(I.R.S. Employer
Identification No.)

300 Park Avenue

New York, New York
(Address of principal executive offices)

10022
(ZIP Code)

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

Former name or former address, if changed since last report: NOT APPLICABLE

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5. Corporate Governance and Management.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 25, 2018, the Board of Directors of Greenhill & Co., Inc. (Greenhill or the Firm) adopted Amended and Restated Bylaws of the Firm (the Amended and Restated Bylaws), effective immediately, to (i) amend the provisions of Section 2.03 (Special Meetings) to change the special meeting threshold from a majority to 25% of the outstanding capital stock of the Firm entitled to vote, (ii) add a new Article 5 (Indemnification) to specify the circumstances under which our directors, officers, senior advisors, employees and certain other individuals may be indemnified, as permitted under Greenhill s Amended and Restated Certificate of Incorporation, and (iii) make certain conforming and ministerial changes. The Amended and Restated Bylaws are attached hereto as Exhibit 3.1 and are hereby incorporated by reference.

Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
3.1	Amended and Restated Bylaws

EXHIBIT INDEX

Exhibit

Number	Description
3.1	<u>Amended and Restated Bylaws</u>

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Greenhill & Co., Inc.

Date: April 25, 2018

By: /s/ Ricardo Lima
Name: Ricardo Lima
Title: Secretary