Silvercrest Asset Management Group Inc. Form 4 March 02, 2016 FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Check this box

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

1. Name and Address of Reporting Person <u>*</u> GERARD SCOTT A			2. Issuer Name <b>and</b> Ticker or Trading Symbol Silvercrest Asset Management Group Inc. [SAMG]					Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month				Date of Earliest Transaction					Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer			
NEW YOR	Filed(Mo			d(Month/Day/Year)				А	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>			
NEW YOR	K, NY 10019							P	erson	1	U	
(City)	(State)	(Zip)	Tab	le I - Non-De	riva	ative Secu	rities	Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	e 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) (A)			5. Amount of Securities Beneficially Owned Following Reported	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)		
				Code	v	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Class B Common Stock, par value 0.01 (1) (2) (3) (4)	02/29/2016			A <u>(2)(3)(4)</u>	·	1,090	A	$\frac{(2)}{(3)}$ $\frac{(4)}{(4)}$	66,630	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

**OMB APPROVAL** 

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## 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 6. Date Exercisable of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B units $(1)$ (2) $(3)$ $(4)$	(2) (3) (4)	02/29/2016		A <u>(2)(3)(4)</u>	1,090	(2)(3)(4)	(2)(3)(4)	Class A Common Stock, par value \$0.01	1,090

## **Reporting Owners**

Reporting Owner Name / Address		Relationships					
FB	Director	10% Owner	Officer	Other			
GERARD SCOTT A C/O SILVERCREST ASSET MANAGEMENT GROUP 1330 AVE. OF THE AMERICAS, 38TH FLOOR NEW YORK, NY 10019				Chief Financial Officer			
Signatures							
/s/ Lily C. Desmond - Attorney-in-Fact	03/02/2016						
**Signature of Reporting Person	Date						
<b>Explanation of Response</b>	es:						

*	If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1)	Each deferred equity unit represents the right to receive a Class B Unit in Silvercrest L.P., each of which is paired with a share of Class B Common Stock of Silvercrest Asset Management Inc. (the "Company"). The Class B Units are exchangeable on a one-for-one basis for Class A Common Stock of the Company upon the terms and subject to the conditions set forth in the Exchange Agreement, dated as of June 26, 2014. Class B Common Stock corresponding to the Class B Units are automatically cancelled upon such conversion.

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Represents units of Silvercrest L.P. that were reclassified as "Class B units" of Silvercrest L.P. on a one-for-one basis in connection with the second amendment and restatement of Silvercrest L.P.'s limited partnership agreement, dated as of November 13, 2012 (the "Amended LPA") and effective as of June 26, 2013, among SAMG Inc., as the general partner post-reorganization of Silvercrest L.P., Silvercrest GP LLC, as the general partner pre-reorganization of Silvercrest L.P. and the holders of such reclassified units of Silvercrest L.P. Pursuant to the Amended LPA, each Class B unit is exchangeable for a share of Class A common stock of SAMG Inc., subject to the timing and volume limitations set forth in the Amended LPA.

Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on the six-month anniversary of the consummation of the IPO, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 6 below. The holder must retain at least 25% of the number of Class B units held by the holder on the date of the consummation of the IPO.

On or after the six-month anniversary of the consummation of the IPO, holders of Class B units will be permitted to sell shares of Class A common stock issued upon exchange of Class B units during the first 10-day period of the open trading window of each quarter by submitting a request to the Executive Committee of Silvercrest L.P. to sell a specified number of shares, subject to the sole discretion of the Executive Committee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

(3)

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