

Adelson Scott Joseph
 Form 4
 December 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Adelson Scott Joseph

(Last) (First) (Middle)

C/O HOULIHAN LOKEY,
 INC., 10250 CONSTELLATION
 BLVD., 5TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HOULIHAN LOKEY, INC. [HLI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2018

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)
 CO-PRESIDENT

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
CLASS A COMMON STOCK	12/11/2018		C	A	8,000 (1)	\$ 0	8,000 D
CLASS A COMMON STOCK	12/11/2018		G	V	8,000 (2)	\$ 0	0 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474
 (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 (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)	Amount or Number of Shares
CLASS B COMMON STOCK	(1)	12/11/2018		C	8,000	(1) (1)	CLASS A COMMON STOCK	8,000
CLASS B COMMON STOCK	(1)					(1) (1)	CLASS A COMMON STOCK	953,009

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adelson Scott Joseph C/O HOULIHAN LOKEY, INC. 10250 CONSTELLATION BLVD., 5TH FLOOR LOS ANGELES, CA 90067	X		CO-PRESIDENT	

Signatures

/s/ J. Lindsey Alley, Attorney-in-Fact for Scott J. Adelson 12/12/2018

__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) Class B common Stock is convertible into Class A Common Stock on a one-for-one basis at the option of the holder, upon any transfer and automatically upon the Final Conversion Date (as defined in the Issuer's Registration Statement on Form S-1, as amended (No. 333-205610) concerning the Issuer's initial public offering. The Class B Common Stock has no expiration date.

(2) On December 11, 2018, the reporting person made a charitable donation of 8,000 shares of Class B Common Stock. No value was received for the donated shares.

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.