

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**

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

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
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