

GREENHILL & CO INC
Form 8-K
July 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):

July 25, 2018

GREENHILL & CO., INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-32147

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Delaware
(State or other jurisdiction)

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

of incorporation)
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 5.07. Submission of Matters to a Vote of Security Holders.

(a) Greenhill & Co., Inc. (Greenhill) held its annual meeting of stockholders on July 25, 2018.

(b) At the annual meeting, Greenhill's stockholders voted on (1) the election of directors, (2) an advisory vote to approve Greenhill's named executive officer compensation, (3) a stockholder proposal to amend Greenhill's bylaws to allow holders of 10% of Greenhill's common stock to call a special meeting and (4) the ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2018.

The votes cast by the holders of Greenhill's common stock on each of the foregoing proposals were as follows:

Proposal 1 Election of directors.

Greenhill's stockholders elected the following seven directors to each serve a one-year term. The final tabulation of votes with respect to each nominee for office was as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------------|-------------------------|
| Robert F. Greenhill | 17,610,253 | 393,047 | 4,339,049 |
| Scott L. Bok | 17,619,134 | 384,166 | 4,339,049 |
| Steven F. Goldstone | 17,585,046 | 418,254 | 4,339,049 |
| Stephen L. Key | 17,589,229 | 414,071 | 4,339,049 |
| John D. Liu | 17,732,398 | 270,902 | 4,339,049 |
| Karen P. Robards | 17,748,473 | 254,827 | 4,339,049 |
| Meryl D. Hartzband | 17,871,295 | 132,005 | 4,339,049 |

Proposal 2 Advisory vote to approve Greenhill's named executive officer compensation.

Greenhill's stockholders approved the non-binding, advisory vote on named executive officer compensation (say-on-pay) based upon the following final tabulation of votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 16,210,472 | 1,423,003 | 369,825 | 4,339,049 |

Proposal 3 Stockholder Proposal amendment of bylaws to allow holders of 10% of Greenhill's common stock to call a special meeting.

Greenhill's stockholders voted against the Stockholder Proposal to amend Greenhill's bylaws to allow holders of 10% of Greenhill's common stock to call a special meeting based upon the following final tabulation of votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 4,519,924 | 13,029,039 | 454,337 | 4,339,049 |

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Proposal 4 Ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2018.

Greenhill's stockholders ratified the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2018 based upon the following final tabulation of votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 22,016,041 | 320,424 | 5,884 | N/A |

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: July 25, 2018

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