

MESSINA AL
Form 4
May 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
MESSINA AL

2. Issuer Name and Ticker or Trading Symbol
Silvercrest Asset Management Group Inc. [SAMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

SILVERCREST ASSET MANAGEMENT GROUP INC., 1330 AVE. OF THE AMERICAS, 38TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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: Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Class B common stock, par value \$0.01 | 05/14/2018 | | J | | 504 | D | ① |
| Class A common stock, par value | 05/14/2018 | | C | | 504 | A | ② |

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\$0.01

Class A
common
stock, par value \$0.01
05/14/2018 S 504 ⁽³⁾ D \$ 15,5103 0 ⁽⁴⁾ D

Class B
common
stock, par value \$0.01
05/16/2018 J 276 D ⁽¹⁾ 198,584 D

Class A
common
stock, par value \$0.01
05/16/2018 C 276 A ⁽²⁾ 276 D

Class A
common
stock, par value \$0.01
05/16/2018 S 276 ⁽³⁾ D \$ 15,5407 0 ⁽⁵⁾ D

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

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SEC 1474
(9-02)

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 Acquired (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) | 8. Price of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Class B Units ⁽⁶⁾ | ⁽⁶⁾ | 05/14/2018 | | C | 504 | ⁽⁷⁾⁽⁸⁾ | ⁽⁷⁾⁽⁸⁾ | Class A common stock, par value | 504 | ⁽⁶⁾ |

| | | | | | | | | | |
|-----------|-----|------------|--|---|-----|--------|-----------|-----|-----|
| | | | | | | | \$0.01 | | |
| Class B | | | | | | | Class A | | |
| Units (6) | (6) | 05/16/2018 | | C | 276 | (7)(8) | common | 276 | (6) |
| (7) (8) | | | | | | (7)(8) | stock, | | |
| | | | | | | | par value | | |
| | | | | | | | \$0.01 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MESSINA AL SILVERCREST ASSET MANAGEMENT GROUP INC. 1330 AVE. OF THE AMERICAS, 38TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Lily C. Desmond - 05/16/2018
Attorney-in-Fact

**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) When the holder of a Class B unit exchanges or forfeits such Class B unit pursuant to the terms of the amended and restated certificate of incorporation of Silvercrest Asset Management Group Inc. (the "Corporation") and the second amended and restated limited partnership agreement of Silvercrest L.P. (the "Amended LPA"), each corresponding share of Class B common stock is redeemed for its par value and cancelled by the company.
- (2) Represents the conversion by Mr. Messina of Class B units to Class A common stock pursuant to the exchange agreement entered into among the Corporation and holders of Class B units (the "Exchange Agreement").
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2018.
- (4) The transaction was executed in multiple trades at prices ranging from \$15.50 to \$15.55. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (5) The transaction was executed in multiple trades at prices ranging from \$15.50 to \$15.60. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (6) Each class B unit is exchangeable for a share of Class A common stock of the Corporation, subject to the timing and volume limitations set forth in the Amended LPA.
- (7) Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, 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 8 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.
- (8) On or after January 2, 2014, holders of Class B units became 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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