

Silvercrest Asset Management Group Inc.
 Form 4
 March 21, 2014

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 *
 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)
 C/O SILVERCREST ASSET MANAGEMENT GROUP I, 1330 AVE OF THE AMERICAS, 38TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 03/19/2014

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

(Street)
 NEW YORK, NY 10019

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

(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 (Instr. 4) |
|---------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class B common stock, par value \$0.01 (1) (2) | 03/19/2014 | | J(2) | | 18,408 | A | (2) 197,097 |
| | | | | | | 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

SEC 1474 (9-02)

displays a currently valid OMB control 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 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. Pr Deriv Secur (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------------|-----------------|----------------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B units ⁽¹⁾ | <u>(2)</u> | 03/19/2014 | | J ⁽²⁾ | | 18,408 | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock, par value \$0.01 | 18,408 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MESSINA AL
C/O SILVERCREST ASSET MANAGEMENT GROUP I
1330 AVE OF THE AMERICAS, 38TH FLOOR
NEW YORK, NY 10019

X

Signatures

Al Messina

03/21/2014

**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).

- Holders of Class B common stock are not entitled to participate in any dividends or other distributions made by Silvercrest Asset Management Group Inc. (the "Corporation") to holders of its capital stock (except for the right to receive par value upon the Corporation's liquidation or dissolution). Each Class B unit of Silvercrest L.P. is paired with a share of Class B common stock. Each share of Class B common stock entitles the holder to one (1) vote per share on all matters submitted to a vote of the Corporation's common stockholders.
- (1) Shares of Class B common stock are not transferable unless transferred concurrently with the corresponding Class B unit and with the consent of the Corporation and Silvercrest L.P.
 - (2) Represents Class B units issued to the holder upon the vesting of deferred equity units and performance units. Silvercrest Asset Management Group LLC ("SAMG LLC") awarded to its principals deferred equity units and performance units in 2009 and 2010 exercisable for cash or Class B units of Silvercrest L.P. Each deferred equity unit entitles the holder thereof to receive 100 Class B units

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of Silvercrest L.P. (and, as such, a corresponding number of Class B common stock of SAMG). SAMG LLC also granted to each employee who received an award of deferred equity units, a number of performance units which became exercisable for one (1) Class B unit for every two (2) Class B units issued upon vesting of the deferred equity units awarded to each principal in 2009 and 2010, subject to certain holding requirements as set forth in the unit award agreements.

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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