

GREENHILL & CO INC  
Form 8-K  
April 24, 2014

**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 23, 2014**

**GREENHILL & CO., INC.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-32147**

**Delaware**  
**(State or other jurisdiction)**

**51-0500737**

**of incorporation)**

**(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))

**Section 2. Financial Information.****Item 2.02. Results of Operations and Financial Condition.**

On April 23, 2014, Greenhill & Co., Inc. ( Greenhill or the Firm ) issued a press release announcing its financial results for the fiscal quarter ended March 31, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of Greenhill under the Securities Act of 1933 or the Exchange Act.

**Section 5. Corporate Governance and Management.****Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) Greenhill held its annual meeting of stockholders on April 23, 2014.

(b) At the annual meeting, Greenhill's stockholders voted on (1) the election of six directors, (2) an advisory vote on Greenhill's executive compensation and (3) the ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2014.

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

Proposal 1 Election of six directors.

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

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Robert F. Greenhill	22,571,974	927,975	3,675,128
Scott L. Bok	23,309,504	190,445	3,675,128
Robert T. Blakely	21,730,616	1,769,333	3,675,128
Steven F. Goldstone	21,620,255	1,879,694	3,675,128
Stephen L. Key	21,685,620	1,814,329	3,675,128
Karen P. Robards	23,308,334	191,615	3,675,128

Proposal 2 Advisory vote on Greenhill's executive compensation.

Greenhill's stockholders approved the advisory resolution on executive compensation based upon the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
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14,268,956	9,224,278	6,715	3,675,128
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**Proposal 3** Ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2014.

Greenhill's stockholders ratified the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2014 based upon the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
27,063,843	109,204	2,030	0

**Section 9. Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibit is being furnished as part of this Report.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Greenhill & Co., Inc. dated April 23, 2014.

**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 thereunto duly authorized.

**Greenhill & Co., Inc.**

Date: April 23, 2014

By: /s/ Patricia Moran  
Name: Patricia Moran  
Title: Chief Legal Officer and Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Greenhill & Co., Inc. dated April 23, 2014. E-1