

Evercore Partners Inc.  
Form 8-K  
June 17, 2016

**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): June 15, 2016**

**EVERCORE PARTNERS INC.**  
**(Exact name of registrant as specified in its charter)**

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

**001-32975**  
**(Commission**  
  
**File No.)**  
**55 East 52nd Street**

**20-4748747**  
**(IRS Employer**  
  
**Identification No.)**

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**New York, New York 10055**

**(Address of principal executive offices)**

**(212) 857-3100**

**(Registrant's telephone number, including area code)**

**NOT APPLICABLE**

**(Former name or former address, if changed since last report)**

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 (*see* General Instruction A.2. below):

- .. 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))

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On June 15, 2016, Evercore Partners Inc. ( Evercore ) held its 2016 Annual Meeting of Stockholders ( Annual Meeting ). At the Annual Meeting, Evercore s stockholders approved the Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan (the 2016 Plan ), which had previously been approved by the Board of Directors of Evercore subject to the approval of its stockholders.

The 2016 Plan does not contain any substantive differences from the Amended and Restated 2006 Evercore Partners Inc. Stock Incentive Plan, other than the number of shares available, the limit on non-employee director compensation and certain updates to individual annual grant limits. The material features of the 2016 Plan are described in Evercore s definitive proxy statement for the Annual Meeting filed on April 28, 2016 (the Proxy Statement ), and the description of the plan included in the Proxy Statement is filed as Exhibit 99.1 hereto and incorporated by reference herein. This description of the 2016 Plan is qualified in its entirety by reference to the full text of the 2016 Plan, a copy of which is filed as Exhibit 10.1 hereto.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) As stated above, Evercore held its Annual Meeting on June 15, 2016.

(b) Stockholders voted on the matters set forth below.

1. The nominees for election to the Board of Directors were elected to serve as directors until the next Annual Meeting or until their successors are duly elected and qualified, based upon the following final tabulation of votes:

|                          |                  |            |
|--------------------------|------------------|------------|
| Roger C. Altman          | For              | 38,299,086 |
|                          | Withheld         | 259,374    |
|                          | Broker non-votes | 2,721,312  |
| Richard I. Beattie       | For              | 38,396,114 |
|                          | Withheld         | 162,346    |
|                          | Broker non-votes | 2,721,312  |
| Francois de Saint Phalle | For              | 34,606,244 |
|                          | Withheld         | 3,952,216  |
|                          | Broker non-votes | 2,721,312  |
| Gail B. Harris           | For              | 37,960,823 |
|                          | Withheld         | 597,637    |
|                          | Broker non-votes | 2,721,312  |
| Curt Hessler             | For              | 37,762,982 |
|                          | Withheld         | 795,478    |
|                          | Broker non-votes | 2,721,312  |
| Robert B. Millard        | For              | 37,421,840 |
|                          | Withheld         | 1,136,620  |
|                          | Broker non-votes | 2,721,312  |

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|                          |                  |            |
|--------------------------|------------------|------------|
| Willard J. Overlock, Jr. | For              | 37,765,333 |
|                          | Withheld         | 793,127    |
|                          | Broker non-votes | 2,721,312  |

|                      |                  |            |
|----------------------|------------------|------------|
| Ralph L. Schlosstein | For              | 38,400,963 |
|                      | Withheld         | 157,497    |
|                      | Broker non-votes | 2,721,312  |

|                    |                  |            |
|--------------------|------------------|------------|
| William J. Wheeler | For              | 38,060,788 |
|                    | Withheld         | 497,672    |
|                    | Broker non-votes | 2,721,312  |

2. The 2016 Plan was approved based upon the following final tabulation of votes:

|                  |            |
|------------------|------------|
| For              | 27,071,536 |
| Against          | 11,475,823 |
| Abstain          | 11,101     |
| Broker non-votes | 2,721,312  |

3. The appointment of Deloitte & Touche LLP as Evercore's independent registered public accounting firm for 2016 was ratified, based upon the following final tabulation of votes:

|                  |            |
|------------------|------------|
| For              | 40,745,856 |
| Against          | 528,180    |
| Abstain          | 5,736      |
| Broker non-votes | N/A        |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan (incorporated by reference from Annex B to Evercore's definitive proxy statement filed on April 28, 2016).  |
| 99.1        | Description of the Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan (incorporated by reference from the section entitled "Proposal 2 Approval of the Amended and Restated 2016 Evercore Partners Inc. Stock Incentive Plan" in Evercore's definitive proxy statement filed on April 28, 2016). |

**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.

**EVERCORE PARTNERS INC.**

By: /s/ Adam B. Frankel  
Name: **Adam B. Frankel**  
Title: **General Counsel**

Dated: June 17, 2016