

GREENHILL & CO INC  
Form SC TO-I/A  
October 26, 2017

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

**Schedule TO**  
**(Amendment No. 5)**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**Of the Securities Exchange Act of 1934**

**Greenhill & Co., Inc.**  
**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**395259104**

**(CUSIP Number of Class of Securities)**

**Ricardo Lima, Esq.**

**Greenhill & Co., Inc.**

**300 Park Avenue**

**New York, New York 10022**

**(212) 389-1500**

**(Name, address, including zip code, and telephone number,  
including area code, of agent for service)**

**with a copy to:**

**John E. Estes, Esq.**

**Jared M. Fishman, Esq.**

**Sullivan & Cromwell LLP**

**125 Broad Street**

**New York, New York 10004**

**(212) 558-4000**

**(Name, address and telephone number of person authorized to receive notices and  
communications on behalf of the filing persons)**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$207,000,000

**Amount of Filing Fee\*\***  
\$24,455.70

\* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to 12,000,000 shares of the Common Stock, par value \$0.01 per share, of Greenhill & Co., Inc. at a price of \$17.25 per share.

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\*\* The amount of the filing fee, calculated in accordance with Rule 0 11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0 11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$24,455.70  
Form or Registration No.: Schedule TO

Filing Party: Greenhill & Co. Inc  
Date Filed: September 27, 2017

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d 1.  
issuer tender offer subject to Rule 13e 4.  
going-private transaction subject to Rule 13e 3.  
amendment to Schedule 13D under Rule 13d 2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e 4(i) (Cross-Border Issuer Tender Offer)  
Rule 14d 1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 5 (the Amendment No. 5) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the U.S. Securities and Exchange Commission (the Commission) on September 27, 2017, as amended and supplemented on October 10, 2017, October 13, 2017, October 18, 2017 and October 19, 2017, (together with this Amendment No. 5, the Schedule TO) by Greenhill & Co., Inc., a Delaware corporation (Greenhill or the Company), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with the Company's offer to purchase for cash up to 12,000,000 Shares of its Common Stock, par value \$0.01 per share (the Shares), at a price of \$17.25 per Share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated September 27, 2017 (the Original Offer to Purchase), as amended and supplemented by the Supplement to Offer to Purchase, dated October 10, 2017, (the Supplement and, together with the Original Offer to Purchase, the Offer to Purchase) and in the Amended Letter of Transmittal, copies of which were previously filed as Exhibits (a)(1)(A), (a)(1)(G) and (a)(1)(H) to the Schedule TO, respectively (which together as they may be further amended or supplemented from time to time constitute the Offer).

This Amendment No. 5 to the Schedule TO is being filed in accordance with Rule 13e-4(c)(3) under the Exchange Act. Only those items reported in this Amendment No. 5 are amended or supplemented. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase, the Letter of Transmittal and the other documents that constitute part of the Offer remain unchanged.

All information set forth in the Offer to Purchase, which was previously filed with the Schedule TO, is hereby expressly incorporated by reference except that such information is hereby amended and supplemented to the extent expressly provided herein. Such information amends and supplements the information previously incorporated by reference in this Schedule TO. This Amendment No. 5 should be read in conjunction with the Schedule TO, the Offer to Purchase, the Amended Letter of Transmittal and the other documents that constitute part of the Offer, as each may be further amended or supplemented from time to time.

The purpose of this Amendment No. 5 is to amend and supplement the Schedule TO to indicate that, on October 26, 2017, Greenhill issued a press release announcing the preliminary results of the Offer. Accordingly, Items 11 and 12 of the Schedule TO, which incorporate by reference the information contained in the Schedule TO and the Offer to Purchase, are hereby amended and supplemented as follows:

**ITEM 11. Additional Information.**

Item 11(c) of the Schedule TO is hereby amended and supplemented as follows:

On October 26, 2017, Greenhill issued a press release announcing the preliminary results of the Offer, a copy of which is included as Exhibit (a)(5)(E) to the Schedule TO and is incorporated herein by reference.

**ITEM 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following Exhibits:

Exhibit Number	Description
(a)(5)(E)	Press Release issued by the Company on October 26, 2017.



**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GREENHILL & CO., INC.

By: /s/ Ricardo Lima

Name: Ricardo Lima

Title: Secretary

Date: October 26, 2017

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated September 27, 2017 (incorporated by reference to Exhibit (a)(1)(A) to the Company's Schedule TO filed on September 27, 2017).*
(a)(1)(B)	Letter of Transmittal (including IRS Form W-9) (incorporated by reference to Exhibit (a)(1)(B) to the Company's Schedule TO filed on September 27, 2017).*
(a)(1)(C)	Notice of Guaranteed Delivery (incorporated by reference to Exhibit (a)(1)(C) to the Company's Schedule TO filed on September 27, 2017).*
(a)(1)(D)	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit (a)(1)(D) to the Company's Schedule TO filed on September 27, 2017).*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit (a)(1)(E) to the Company's Schedule TO filed on September 27, 2017).*
(a)(1)(F)	Form of Summary Advertisement. (incorporated by reference to Exhibit (a)(1)(F) to the Company's Schedule TO filed on September 27, 2017).*
(a)(1)(G)	Supplement to Offer to Purchase, dated October 10, 2017 (incorporated by reference to Exhibit (a)(1)(G) to the Company's Amendment No. 1 to Schedule TO filed on October 10, 2017).*
(a)(1)(H)	Amended Letter of Transmittal (including IRS Form W-9) (incorporated by reference to Exhibit (a)(1)(H) to the Company's Amendment No. 1 to Schedule TO filed on October 10, 2017).*
(a)(1)(I)	Amended Notice of Guaranteed Delivery (incorporated by reference to Exhibit (a)(1)(I) to the Company's Amendment No. 1 to Schedule TO filed on October 10, 2017).*
(a)(1)(J)	Supplemental Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit (a)(1)(J) to the Company's Amendment No. 1 to Schedule TO filed on October 10, 2017).*
(a)(1)(K)	Supplemental Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit (a)(1)(K) to the Company's Amendment No. 1 to Schedule TO filed on October 10, 2017).*
(a)(5)(A)	Press Release issued by the Company on September 25, 2017 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on September 25, 2017).*
(a)(5)(B)	Press Release issued by the Company on October 9, 2017 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on October 10, 2017).*
(a)(5)(C)	Press Release issued by the Company on October 18, 2017 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on October 18, 2017).*
(a)(5)(D)	Transcript of the Earnings Conference Call of the Company on October 18, 2017.*
(a)(5)(E)	Press Release issued by the Company on October 26, 2017.
(b)(1)	Commitment Letter, dated September 25, 2017, by and between Greenhill & Co., Inc. and Goldman Sachs Bank USA (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on September 26, 2017).*
(b)(2)	Credit Agreement, dated October 12, 2017, by and among Greenhill & Co., Inc., the lenders party thereto and Goldman Sachs Bank USA, as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 13, 2017).*
(d)(1)	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.6 to the Company's registration statement on Form S-1/A (No. 333-113526) filed on April 30, 2004).*
(d)(2)	Amended and Restated Equity Incentive Plan (incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement on Schedule 14A, filed on March 13, 2015).*
(d)(3)	

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Form of Greenhill & Co. Equity Incentive Plan Restricted Stock Award Notification (MDs) Five Year Ratable Vesting (incorporated by reference to Exhibit 10.45 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2009).\*

(d)(4) Form of Greenhill & Co. Equity Incentive Plan Restricted Stock Award Notification (MDs) Five Year Cliff Vesting (incorporated by reference to Exhibit 10.46 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2009).\*

(d)(5) Form of Greenhill & Co. Equity Incentive Plan Restricted Stock Award Notification (non-MDs) Five Year Ratable Vesting (incorporated by reference to Exhibit 10.47 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2009).\*



<b>Exhibit Number</b>	<b>Description</b>
(d)(6)	Employment, Non-Competition and Pledge Agreement dated as of May 11, 2004 among Robert F. Greenhill, Greenhill Family Partnership and Greenhill & Co., Inc. (incorporated by reference to Exhibit 10.59 to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)*
(d)(7)	Employment, Non-Competition and Pledge Agreement dated as of May 11, 2004 between Scott L. Bok and Greenhill & Co., Inc. (incorporated by reference to Exhibit 10.60 to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)*
(d)(8)	Employment, Non-Competition and Pledge Agreement dated as of May 11, 2004 between Harold J. Rodriguez, Jr. and Greenhill & Co., Inc. (incorporated by reference to Exhibit 10.61 to the Company's Annual Report on Form 10-K for the year ended December 31, 2012)*
(d)(9)	Form of Greenhill & Co. Equity Incentive Plan Performance-Based Restricted Stock Unit Award Notification Three Year Performance Period (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 29, 2016).*
(d)(10)	Form of Greenhill & Co. Equity Incentive Plan Restricted Stock Unit Award Notification Three Year Cliff Vesting (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 29, 2016).*
(d)(11)	Form of Greenhill & Co. Equity Incentive Plan Restricted Stock Unit Award Notification (MDs) Four Year 20%, 20%, 30% and 30% Vesting (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016).*
(d)(12)	Subscription Agreement, dated as of September 25, 2017, by and between Scott L. Bok, in an individual capacity, and Bok Family Partners, L.P., as purchasers, and Greenhill & Co., Inc., as issuer (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 26, 2017).*
(d)(13)	Subscription Agreement, dated as of September 25, 2017, by and between Socatean Partners, as purchaser, and Greenhill & Co., Inc., as issuer (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 26, 2017).*
(d)(14)	Form of Greenhill & Co., Inc. Equity Incentive Plan Restricted Stock Unit Award Notification (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on September 26, 2017).*

\* Previously filed.