

ORIX HLHZ Holding LLC
Form 4/A
May 21, 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 *
ORIX HLHZ Holding LLC

2. Issuer Name and Ticker or Trading Symbol
HOULIHAN LOKEY, INC. [HLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1717 MAIN STREET, SUITE 1100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2018

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

DALLAS, TX 75201

4. If Amendment, Date Original Filed (Month/Day/Year)
05/18/2018

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 05/16/2018 | | S | | 25,307 | D | \$ 49.1373 |
| | | | | | | | 974,693 |
| | | | | | | | <u>(1)</u> |
| Class A Common Stock | 05/17/2018 | | S | | 110,665 | D | \$ 48.9361 |
| | | | | | | | 864,028 |
| | | | | | | | <u>(2)</u> |
| Class A Common Stock | 05/18/2018 | | S | | 82,028 | D | \$ 48.6495 |
| | | | | | | | 782,000 |
| | | | | | | | <u>(3)</u> |
| | | | | | | | <u>(4)</u> |

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

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(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) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORIX HLHZ Holding LLC 1717 MAIN STREET SUITE 1100 DALLAS, TX 75201 | | X | | |
| ORIX CORP WORLD TRADE CENTER BLDG. 2-4-1 HAMAMATSU-CHO, MINATO-KU TOKYO, M0 105 6135 | | X | | |

Signatures

ORIX Corporation, By: /s/ Hideto Nishitani, Executive Officer 05/21/2018
__Signature of Reporting Person Date

ORIX HLHZ Holding LLC, By: ORIX OpCo Holdings, LLC, its managing member, By:
 ORIX Capital Markets, LLC, its managing member, by: /s/ Paul Wilson, Chief Financial Officer 05/21/2018
__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) Reflects a weighted average sale price of \$49.1373 per share, at prices ranging from \$48.95 to \$49.60 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (2) Reflects a weighted average sale price of \$48.9361 per share, at prices ranging from \$48.7838 to \$49.16 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (3) Reflects a weighted average sale price of \$48.6495 per share, at prices ranging from \$48.50 to \$48.86 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (4) Owned directly by ORIX HLHZ Holding LLC. Also owned indirectly, through subsidiaries, by ORIX Corporation.

Remarks:

This Form 4 is being amended solely to correct the reported prices, which inadvertently reflected the aggregate proceeds for ea

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.