

Silvercrest Asset Management Group Inc.
Form 4
March 02, 2015

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 *
ESTATE OF G. MOFFETT
COCHRAN

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., H E JAMES, 345 PARK
AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Silvercrest Asset Management Group
Inc. [SAMG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

__X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (A) or (D) Price		
Class A Common Stock, par value \$0.01 (2) (3)	02/28/2015		J(1)(2)(3)		11,246 (1) (2) (3) A (2) (3)	911,246 (1) (2) D	
Class B Common Stock, par value \$0.01 (1) (2)	02/28/2015		J(1)(2)(3)		11,246 (1) (2) (3) D (2) (3)	0 D	

(3)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Units ⁽²⁾ ₍₃₎	\$ 0.01	02/28/2015		J ⁽²⁾ ₍₃₎	11,246 <u>(2)</u> <u>(3)</u>	<u>(2)</u> ⁽³⁾ <u>(2)</u> ⁽³⁾	Class A Common Stock, par value \$0.01 11,246 <u>(2)</u>
Class B Units ⁽²⁾ ₍₃₎	\$ 0.01	02/28/2015		J ⁽²⁾ ₍₃₎	11,246 <u>(2)</u> <u>(3)</u>	<u>(2)</u> ⁽³⁾ <u>(2)</u> ⁽³⁾	Class A Common Stock, par value \$0.01 11,246 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ESTATE OF G. MOFFETT COCHRAN
C/O THE BLACKSTONE GROUP L.P., H E JAMES
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

/s/ Hamilton E. James

03/02/2015

**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) Each Class B Unit of Silvercrest L.P. is paired with a share of Class B Common Stock. Whenever a Class B Unit is exchanged for a share of Class A Common Stock, a share of Class B Common Stock is forfeited and redeemed by the Corporation for its par value.
- Pursuant to the second amendment and restatement of Silvercrest L.P.'s limited partnership agreement dated as of November 13, 2012 (the "Amended LPA") and effective as of June 26, 2013, among the Corporation as the general partner post-reorganization of Silvercrest L.P., Silvercrest GP LLC, as the general partner pre-reorganization of Silvercrest L.P., the holders of certain units of Silvercrest L.P. and the holders of such reclassified units of Silvercrest L.P., all Class B Units held by a holder are automatically converted into Class A Common Stock upon the death of the holder. Mr. Cochran passed away on November 18, 2013.
- (2) Represents Class B units issued to the holder upon the vesting of performance units. Silvercrest Asset Management Group LLC ("SAMG LLC") awarded to its principals deferred equity units and performance units in 2010. Performance units are exercisable for Class B units of Silvercrest L.P. SAMG LLC 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 2010, subject to certain holding requirements as set forth in the unit award agreements.
- (3)

Remarks:

Hamilton E. James is an executor of the Estate of G. Moffett Cochran (the "Estate"), with authority to execute this form.

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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