

Evercore Partners Inc.  
Form S-8  
January 13, 2014

As filed with the Securities and Exchange Commission on January 13, 2014.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**EVERCORE PARTNERS INC.**

(Exact name of registrant as specified in its charter)

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

55 East 52nd Street  
43rd Floor

**20-4748747**  
(I.R.S. Employer  
Identification Number)

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New York, New York 10055

Telephone: (212) 857-3100

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Amended and Restated Evercore Partners Inc. 2006 Stock Incentive Plan**

(Full Title of the Plan)

**Adam B. Frankel, Esq.**

**Senior Managing Director and General Counsel**

**Evercore Partners Inc.**

**55 East 52nd Street**

**New York, NY 10055**

**Telephone: (212) 857-3100**

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

**With copies to:**

**Joshua Ford Bonnie, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017-3954**

**Telephone: (212) 455-2000**

**Facsimile: (212) 455-2502**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee</b>
<b>Class A Common stock, par value \$0.01 per share</b>	<b>5,000,000 shares</b>	<b>\$58.73</b>	<b>\$293,650,000</b>	<b>\$37,822.12</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate number of additional shares of common stock, par value \$0.01 per share ( Common Stock ) of Evercore Partners Inc. (the Company or the Registrant ), which may become issuable to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits and other antidilution provisions.
- (2) Pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Common Stock of the Registrant on the New York Stock Exchange on January 6, 2014.

**EXPLANATORY NOTE**

At the 2013 annual meeting of stockholders of Evercore Partners Inc. (the Company), the Company's stockholders approved the Amended and Restated 2006 Evercore Partners Inc. Stock Incentive Plan (the Plan), which provides for grants of equity awards to designated employees, directors and other service providers of the Company and its affiliates. The number of shares of the Company's Class A common stock, par value \$0.01 (the Shares) which may be granted under the Plan has been increased by 5,000,000 Shares from the 20,000,000 Shares which were previously authorized for issuance under the 2006 Evercore Partners Inc. Stock Incentive Plan (the 2006 SIP). This Registration Statement on Form S-8 relates to the additional 5,000,000 Shares authorized for issuance under the Plan.

Pursuant to General Instruction E on Form S-8, the contents of the Registration Statement on Form S-8 with respect to the 2006 SIP (Registration No. 333-136506), filed with the Securities and Exchange Commission on August 11, 2006, including the information contained therein, are hereby incorporated by reference to this Registration Statement on Form S-8 (the Registration Statement), except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The information specified in Items 1 and 2 of Part I of the Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8. The documents containing the information specified in this Part I will be delivered to the participants in the Plan covered by this Registration Statement as required by Rule 428(b)(1).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

Not required to be filed with this Registration Statement pursuant to General instruction E to Form S-8.

**Item 4. Description of Securities.**

Not required to be filed with this Registration Statement pursuant to General instruction E to Form S-8.

**Item 5. Interests of Named Experts and Counsel.**

Not required to be filed with this Registration Statement pursuant to General instruction E to Form S-8.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law provides, in summary, that directors and officers of Delaware corporations are entitled, under certain circumstances, to be indemnified against all expenses and liabilities (including attorneys' fees) incurred by them as a result of suits brought against them in their capacity as a director or officer, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the Company's best interests, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful; provided that no indemnification may be made against expenses in respect of any claim, issue or matter as to which they shall have been adjudged to be liable to the Company, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Any such indemnification may be made by the Company only as authorized in each specific case upon a determination by the stockholders, disinterested directors or independent legal counsel that indemnification is proper because the indemnitee has met the applicable standard of conduct.



The Company's certificate of incorporation provides that the Company will indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to the Company or its stockholders for any breach of fiduciary duty, except to the extent provided by applicable law.

The Company currently maintains liability insurance for its directors and officers. Such insurance is available to the Company's directors and officers in accordance with its terms.

**Item 7. Exemption from Registration Claimed.**

Not required to be filed with this Registration Statement pursuant to General instruction E to Form S-8.

**Item 8. Exhibits.**

See exhibits listed under the Exhibit Index below, which is incorporated in this item herein by reference.

**Item 9. Undertakings.**

Not required to be filed with this Registration Statement pursuant to General instruction E to Form S-8.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York on January 13, 2014.

EVERCORE PARTNERS INC.

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

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrant, a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint Ralph Schlosstein, Robert C. Altman, Robert B. Walsh, Adam B. Frankel and Paul Pensa, and each of them (with full power to act alone), the individual s true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such registration statement and any or all amendments or supplements with all exhibits thereto, including any stickers or post-effective amendments to the Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities on January 13, 2014.

<b>Signature</b>	<b>Title</b>
/s/ RALPH SCHLOSSTEIN	Chief Executive Officer
<b>Ralph Schlosstein</b>	(Principal Executive Officer) and Director
/s/ ROGER C. ALTMAN	Co-Chairman
<b>Roger C. Altman</b>	
/s/ PEDRO ASPE	Co-Chairman
<b>Pedro Aspe</b>	
/s/ RICHARD I. BEATTIE	Director
<b>Richard I. Beattie</b>	
/s/ FRANCOIS DE ST. PHALLE	Director
<b>Francois De St. Phalle</b>	
/s/ GAIL B. HARRIS	Director
<b>Gail B. Harris</b>	

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/s/ CURT HESSLER

Director

**Curt Hessler**

<b>Signature</b>	<b>Title</b>
/s/ ROBERT B. MILLARD	Director
<b>Robert B. Millard</b>	
/s/ ANTHONY N. PRITZKER	Director
<b>Anthony N. Pritzker</b>	
/s/ ROBERT B. WALSH	Chief Financial Officer
<b>Robert B. Walsh</b>	(Principal Financial Officer)
/s/ PAUL PENZA	Controller
<b>Paul Pensa</b>	(Principal Accounting Officer)

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Document</b>
4.1	Amended and Restated Certificate of Incorporation of the Registrant(1)
4.2	Amended and Restated By-laws of the Registrant(2)
4.3	Amended and Restated 2006 Evercore Partners Inc. Stock Incentive Plan(3)
5.1*	Opinion of Simpson Thacher & Bartlett LLP
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1)
24.1*	Power of Attorney (included in the signature pages to this Registration Statement)

\* Filed herewith.

- (1) Incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1 (Commission File No. 333-134087), filed May 12, 2006, as amended.
- (2) Incorporated by Reference to Exhibit 3(ii) of the Registrant's Current Report on Form 8-K (Commission File No. 001-32975), filed with the SEC on February 6, 2009.
- (3) Incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K (Commission File No. 001-032975), filed on June 20, 2013.