Lee Ji-Yeun Form 4 June 22, 2018

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

PJT Partners Inc. [PJT]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

06/20/2018

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Lee Ji-Yeun

(First) (Middle) (Last)

C/O PJT PARTNERS INC., 280 PARK AVENUE

(Street)

(State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

NEW YORK, NY 10017

(City)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code

Symbol

(Instr. 8)

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

(A)

Code V Amount (D) Price

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

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Managing Partner

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Reported

Transaction(s) (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

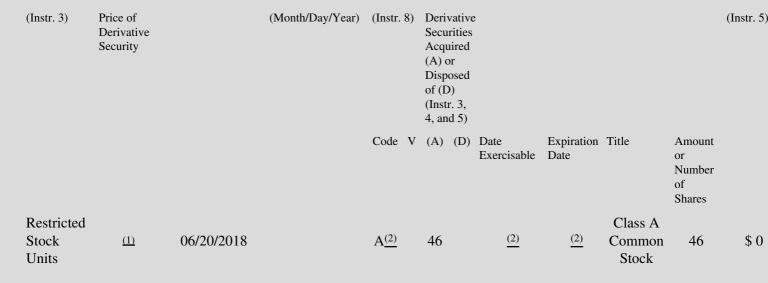
X_ Officer (give title

Estimated average

burden hours per

Derivati Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lee Ji-Yeun C/O PJT PARTNERS INC. 280 PARK AVENUE NEW YORK, NY 10017

Managing Partner

Signatures

/s/Salvatore Rappa, as Attorney-in-Fact

06/22/2018

**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) Each restricted stock unit represents a contingent right to receive one share of Issuer Class A common stock.
- (2) Represents dividend equivalent rights in connection with the Issuer's quarterly dividend that accrue to the reporting person in restricted stock units that vest at the same time(s) as the underlying restricted stock units.

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.

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