

HOULIHAN LOKEY, INC.  
Form 4  
May 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HOTZ ROBERT H**

(Last) (First) (Middle)

C/O HOULIHAN LOKEY,  
INC, 10250 CONSTELLATION  
BLVD., 5TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2016

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
CLASS B COMMON STOCK	(1)	04/30/2016	J		41,294 (2)		(1)	(1)	CLASS A COMMON STOCK	41,
CLASS B COMMON STOCK	\$ 0	04/30/2016	Z		41,294 (3) (4)		(1)	(1)	CLASS A COMMON STOCK	41,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOTZ ROBERT H C/O HOULIHAN LOKEY, INC 10250 CONSTELLATION BLVD., 5TH FLOOR LOS ANGELES, CA 90067			X	

## Signatures

/s/ J. Lindsey Alley, Attorney-in-Fact for Robert H. Hotz  
Date: 05/04/2016

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) Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis at the option of the holder, upon any transfer and automatically upon the Final Conversion Date (as defined in the Issuer's Registration Statement on Form S-1, as amended (No. 333-205610) concerning the Issuer's initial public offering. The Class B Common Stock has no expiration date.

(2) On April 30, 2016, the Issuer granted 41,294 shares of Class B Common Stock to the reporting person for services as an employee pursuant to its 2016 Incentive Award Plan, which grant was approved by the compensation committee of the board of directors of the Issuer. The shares vest in four equal annual installments following the grant date. The reporting person is subject to Section 16 of the Securities Exchange Act of 1934, as amended, solely by virtue of his position as a trustee of the HL Voting Trust (the "Voting Trust").

(3) Represents shares of Class B Common Stock deposited into the Voting Trust. The reporting person retains investment control and dispositive power over the shares deposited into the Voting Trust.

(4) The reporting person is a trustee of the Voting Trust. The trustees of the Voting Trust have shared voting control over the shares deposited into the Voting Trust. The reporting person has a pecuniary interest in and investment control over the shares reported herein.

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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