

HOULIHAN LOKEY, INC.
Form 4
August 09, 2016

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 *
BEISER SCOTT L

(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)
08/05/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
CLASS A COMMON STOCK	08/05/2016		C	V	15,000 (1) (2)	A	\$ 0 15,000 D
CLASS A COMMON STOCK	08/05/2016		G	V	15,000 (3)	D	\$ 0 0 D

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

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SEC 1474 (9-02)

number.

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 of Number of Shares
CLASS B COMMON STOCK	(2)	08/05/2016		C		15,000		(2)	(2)	CLASS A COMMON STOCK	15,000
CLASS B COMMON STOCK	(2)							(2)	(2)	CLASS A COMMON STOCK	1,217,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEISER SCOTT L C/O HOULIHAN LOKEY, INC. 10250 CONSTELLATION BLVD., 5TH FLOOR LOS ANGELES, CA 90067	X	X	CHIEF EXECUTIVE OFFICER	

Signatures

/s/ J. Lindsey Alley, Attorney-in-Fact for Scott L. Beiser
08/09/2016

**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) Represents Class A Common Stock received upon conversion of Class B Common Stock.
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 Dates (as defined in the Issuer's Registration Statement on Form S-1, as amended (No. 333-333-205610) concerning the Issuer's initial public offering. The Class B Common Stock has no expiration date.
 - (3) On August 5, 2016, the reporting person made a charitable donation of 15,000 shares of Class B Common Stock. This was not a market transaction, so no price is reported. No value was received for the donated shares,
 - (4) The reporting person is a trustee of the HL Voting Trust (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

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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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