

Evercore Partners Inc.  
Form 8-K  
February 01, 2013

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): January 29, 2013**

**EVERCORE PARTNERS INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-32975**  
**(Commission**  
  
**File No.)**

**20-4748747**  
**(IRS Employer**  
  
**Identification No.)**

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55 East 52nd Street

New York, New York 10055

(Address of principal executive offices)

(212) 857-3100

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 29, 2013, the Compensation Committee of the Board of Directors of Evercore Partners Inc. (the Company ) agreed to grant to Ralph L. Schlosstein, the Company s President and Chief Executive Officer, in accordance with and pursuant to the terms of the Company s 2006 Stock Incentive Plan (the Plan ), 50,000 restricted stock units (the RSUs ), subject to performance and time based vesting conditions as described below. Such grant was made pursuant to a separate restricted stock unit award agreement (the Restricted Stock Unit Award Agreement ).

Under the Restricted Stock Unit Award Agreement, the RSUs vest as follows: (1) On the 4th anniversary of the grant date, provided that Mr. Schlosstein remains in continuous employment through such date and the Company s stock price has by then closed at or above \$45 for 20 consecutive trading days; or (2) If prior to the 4th anniversary of the grant date, Mr. Schlosstein s employment terminates due to (a) termination by the Company without Cause (as defined in the Restricted Stock Unit Award Agreement), (b) his death or (c) his Disability (as defined in the Plan), provided that in each case, the Company s stock price has closed at or above \$45 for 20 consecutive trading days prior to the termination of his employment.

Shares will be deliverable upon vesting and will be eligible for net settlement for withholding tax purposes.

RSUs not previously settled in shares of Class A Common Stock are subject to forfeiture in the event of a breach of certain restrictive covenants.

A copy of the Restricted Stock Unit Award Agreement is filed as Exhibit 10.1 hereto and is incorporated herein by reference. The foregoing description of the Restricted Stock Unit Award Agreement is qualified in its entirety by reference to the complete copy of the Restricted Stock Unit Award Agreement filed herewith.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**EXHIBIT**

<b>NO.</b>	<b>DESCRIPTION</b>
Exhibit 10.1	Restricted Stock Unit Award Agreement, effective as of January 29, 2013, between Evercore Partners Inc. and Ralph L. Schlosstein

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**EVERCORE PARTNERS INC.**

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

Dated: January 31, 2013

**EXHIBIT INDEX**

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