

GREENHILL & CO INC
Form 8-K
April 11, 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):

April 11, 2013

GREENHILL & CO., INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-32147

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Delaware
(State or other jurisdiction)

51-0500737
(I.R.S. Employer
Identification No.)

of incorporation)

300 Park Avenue

New York, New York
(Address of principal executive offices)

10022
(ZIP Code)

Registrant's telephone number, including area code: (212) 389-1500

Former name or former address, if changed since last report: NOT APPLICABLE

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:

- .. 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))

Section 5. Corporate Governance and Management.

Item 5.07. Submission of Matters to a Vote of Security Holders.

- (a) Greenhill & Co., Inc. (Greenhill) held its annual meeting of stockholders on April 11, 2013.
- (b) At the annual meeting, Greenhill s stockholders voted on (1) the election of seven directors, (2) an advisory vote on Greenhill s executive compensation, (3) the approval of the continued use of certain performance criteria under Greenhill s equity incentive plan and (4) the ratification of the selection of Ernst & Young LLP as Greenhill s independent auditors for the fiscal year ending December 31, 2013.

The votes cast by the holders of Greenhill s common stock on each of the foregoing proposals were as follows:

Proposal 1 Election of seven directors.

Greenhill s stockholders elected the following seven directors to each serve a one-year term. The tabulation of votes with respect to each nominee for office was as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------|------------------|
| Robert F. Greenhill | 22,943,492 | 207,515 | 3,378,059 |
| Scott L. Bok | 22,983,750 | 167,257 | 3,378,059 |
| Robert T. Blakely | 21,953,459 | 1,197,548 | 3,378,059 |
| John C. Danforth | 22,983,399 | 167,608 | 3,378,059 |
| Steven F. Goldstone | 21,997,638 | 1,153,369 | 3,378,059 |
| Stephen L. Key | 21,996,330 | 1,154,677 | 3,378,059 |
| Karen P. Robards | 22,985,745 | 165,262 | 3,378,059 |

Proposal 2 Advisory vote on Greenhill s executive compensation.

Greenhill s stockholders approved the advisory resolution on executive compensation based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 20,186,878 | 2,909,618 | 54,511 | 3,378,059 |

Proposal 3 Approval of the continued use of certain performance criteria under Greenhill s equity incentive plan.

Greenhill s stockholders approved the continued use of certain performance criteria under Greenhill s equity incentive plan based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 19,988,078 | 3,106,608 | 56,321 | 3,378,059 |

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Proposal 4 Ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2013.

Greenhill's stockholders ratified the selection of Ernst & Young LLP as Greenhill's independent auditors for the fiscal year ending December 31, 2013 based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 26,365,240 | 109,634 | 54,192 | 0 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

Greenhill & Co., Inc.

Date: April 11, 2013

By: /s/ Gavin D. Solotar
Name: Gavin D. Solotar
Title: General Counsel and Secretary