
**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): August 5, 2014

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.)

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))
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Item 7.01 Regulation FD Disclosure

The information set forth in Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated by reference herein, relates to the performance hurdles for the Class G Interests and Class H Interests to be issued by Evercore LP upon closing of the acquisition transactions announced by Evercore Partners Inc. on August 3, 2014. As provided in General Instruction B.2 of Form 8-K, the information in this Item 7.01 and Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Presentation slide relating to performance hurdles

SIGNATURE

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.

Date: August 5, 2014

EVERCORE PARTNERS INC.

By: /s/ Adam Frankel

Name: Adam Frankel

Title: General Counsel

Performance Units - Equities Business Performance Thresholds

Class G		Class H	
2015	<ul style="list-style-type: none"> Operating margin of 12% 	2017	<p><u>Maximum</u> Payout is based on:</p> <ul style="list-style-type: none"> a) Achieving average operating margin of 17% over 2015, 2016 and 2017 <u>and</u> b) Achieving average operating earnings of \$48mm over same period
2016	<ul style="list-style-type: none"> Operating margin of 14% 	2018	<p><u>Maximum</u> Payout is based on:</p> <ul style="list-style-type: none"> a) Achieving average operating margin of 17% over 2016, 2017 and 2018 <u>and</u> b) Achieving average operating earnings of \$48mm over same period
2017	<ul style="list-style-type: none"> Operating margin of 16% 	2019	<p><u>Maximum</u> Payout is based on:</p> <ul style="list-style-type: none"> a) Achieving average operating margin of 17% over 2017, 2018 and 2019 <u>and</u> b) Achieving average operating earnings of \$48mm over same period

Note:

- (1) All financial performance hurdles exclude the contribution to operating earnings/margins from ECM-related activities
- (2) Issuance of consideration associated with financial performance hurdles occurs in February following measurement period (e.g., payout for 2015 tranche of Class G occurs in February 2016)