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**UNITED STATES  
SECURITIES EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 14, 2010**

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**EVERCORE PARTNERS INC.**

(Exact name of registrant as specified in its charter)

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

**001-32975**  
(Commission  
File Number)

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

**55 East 52<sup>nd</sup> Street**  
**New York, New York**  
(Address of principal executive offices)

**10055**  
(Zip Code)

**(212) 857-3100**  
(Registrant's telephone number, including area code)

**NOT APPLICABLE**  
(Former name or former address, if changed since last report)

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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 8.01. Other Events.**

On September 14, 2010, Evercore Partners Inc. and certain affiliates (“Evercore”) announced that it has signed a definitive agreement to acquire a 50% interest in G5 Holdings S.A. and certain affiliates (“G5 advisors”), a São Paulo-based independent investment banking boutique and investment management firm. G5 advisors’ partners have advised companies in a number of the largest and most complex transactions involving Brazilian companies over the past two decades. Under the terms of the purchase agreement, Evercore will pay \$20 million in cash and Evercore securities at closing, with the potential for earn out payments based on performance through 2013. The transaction is expected to be moderately accretive to earnings under a range of growth rates for the business and is expected to close in early October 2010. Following the closing, the partners of G5 advisors will own the remaining 50% of the company. Evercore will have an opportunity to acquire the remaining 50% beginning in 2014.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
Exhibit 99.1:	Press Release, dated September 14, 2010.
Exhibit 99.2:	Investor Presentation, dated September 14, 2010.

**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.

Date: September 14, 2010

By: \_\_\_\_\_ /s/ ADAM B. FRANKEL  
Title: Adam B. Frankel  
General Counsel

## EVERCORE PARTNERS

## FOR IMMEDIATE RELEASE

**Evercore Partners Acquires a 50% Interest in G5 advisors, a Leading Independent Investment Bank in Brazil**

**New York, NY and São Paulo, Brazil — September 14, 2010** — Evercore Partners Inc. (NYSE: EVR) announced today that it has signed a definitive agreement to acquire a 50% interest in G5 advisors, a São Paulo-based independent investment banking boutique and investment management firm. G5 advisors' partners have advised companies in a number of the largest and most complex transactions involving Brazilian companies over the past two decades. Under the terms of the purchase agreement, Evercore will pay \$20 million in cash and securities at closing, with the potential for earn out payments based on performance through 2013. The transaction is expected to be moderately accretive to earnings under a range of growth rates for the business and is expected to close in early October 2010. Following the closing, the partners of G5 advisors will own the remaining 50% of the company. Evercore will have an opportunity to acquire the remaining 50% beginning in 2014.

G5 advisors was founded in 2007 by Mr. Corrado Varoli, a former Partner, Managing Director and Head of Latin America for Goldman Sachs, together with Marcelo Lajchter and Renato Klarnet. The company is a leading independent advisor in Mergers & Acquisitions (M&A), Restructurings, Wealth Management and Asset Management, with 45 employees and offices in São Paulo and Rio de Janeiro. G5 advisors' senior partners have a unique wealth of relevant experience gained over decades of working at leading global financial firms in various markets around the world. Their business model is based on intellectual capital and a strong network of relationships, which is complementary to the business model and culture of Evercore.

G5 and Evercore initially established a strategic alliance in 2008 and both Evercore and G5 have a strategic alliance with Mizuho. In addition, Evercore has an M&A strategic alliance with CITIC Securities. G5 advisors has advised on more than R\$ 10 billion of transactions since its founding and currently manages over R\$ 4 billion of assets for institutional and high net worth clients.

"As we look ahead, we believe that the number of cross-border merger transactions will increase, and that Brazil and Latin America will be an increasingly important part of this trend. This transaction is an important part of our strategy to position Evercore's Advisory business to capitalize on the increased globalization of Mergers and Acquisitions," said Ralph Schlosstein, Evercore's President and Chief Executive Officer. "Brazil also represents an important new market for wealth creation and, therefore, it is a great country in which to expand our wealth management and investment management activities. We are fortunate to have worked closely with G5 advisors for the past two years and are pleased to welcome them more fully into the Evercore family."

"G5 has established itself as a leading independent investment banking boutique in Brazil," said Corrado Varoli, Chairman and Chief Executive Officer of G5 advisors. "The combined experience and expertise of the Evercore/G5 team will strengthen that position and enable us to serve clients more broadly as Brazil and Latin America increase in significance in the global M&A marketplace."

G5 advisors and Evercore Partners acted as their own respective financial advisor for the transaction.

Additional information regarding the transaction is available on the Investor Relations section of Evercore's Web site at [www.evercore.com](http://www.evercore.com).

### **Forward-Looking Statements**

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which reflect our current views with respect to, among other things, our operations and financial performance. In some cases, you can identify these forward-looking statements by the use of words such as "outlook", "believes", "expects", "potential", "continues", "may", "will", "should", "seeks", "approximately", "predicts", "intends", "plans", "estimates", "anticipates" or the negative version of these words or other comparable words. All statements other than statements of historical fact included in this release are forward-looking statements and are based on various underlying assumptions and expectations and are subject to known and unknown risks, uncertainties and assumptions, and may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include, but are not limited to, those described under "Risk Factors" discussed in our Annual Report on Form 10-K for the year ended December 31, 2009 and subsequent Quarterly Reports on Form 10-Q. The acquisition of G5 advisors is subject to various closing conditions that may not be satisfied, and the anticipated impact on our earnings from the acquisition is dependent upon G5 advisors achieving certain projected levels of growth. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this discussion. In addition, new risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

### **About Evercore Partners**

Evercore Partners is a leading independent investment banking advisory firm. Evercore's Investment Banking business advises its clients on mergers, acquisitions, divestitures, restructurings, financings, public offerings, private placements and other strategic transactions and also provides institutional investors with high quality research, sales and trading execution that is free of the conflicts created by proprietary activities; Evercore's investment management business comprises wealth management, institutional asset management and private equity investing. Evercore serves a diverse set of clients around the world from its offices in New York, Boston, Houston, Los Angeles, San Francisco, Washington D.C., London, Mexico City and Monterrey, Mexico. More information about Evercore can be found on the Company's Web site at [www.evercore.com](http://www.evercore.com).

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**About G5 advisors**

G5 advisors, established in 2007, is a leading independent investment banking boutique focused on M&A, wealth management, asset management and private equity. G5 advisors is headquartered in São Paulo and also has an office in Rio de Janeiro. More information about G5 advisors can be found on the Company's Web site at [www.g5advisors.com](http://www.g5advisors.com).

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# Evercore Partners

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G5 Transaction Overview

September 14, 2010

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This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which reflect our current views with respect to, among other things, our operations and financial performance. In some cases, you can identify these forward-looking statements by the use of words such as “outlook”, “believes”, “expects”, “potential”, “continues”, “may”, “will”, “should”, “seeks”, “approximately”, “predicts”, “intends”, “plans”, “estimates”, “anticipates” or the negative version of these words or other comparable words. All statements other than statements of historical fact included in this presentation are forward-looking statements and are based on various underlying assumptions and expectations and are subject to known and unknown risks, uncertainties and assumptions, and may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include, but are not limited to, those described under “Risk Factors” discussed in our Annual Report on Form 10-K for the year ended December 31, 2009 and subsequent Quarterly Reports on Form 10-Q. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this discussion. In addition, new risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.



## G5 Advisors Overview – Transaction Summary

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Structure	<ul style="list-style-type: none"><li>■ Acquisition of 50% interest in G5 Holding S.A. (G5) – holding company for G5 advisors</li><li>■ G5 management team will own the remainder of the company</li><li>■ Evercore will have an opportunity to acquire the remaining 50% of the company beginning in 2014</li></ul>
Consideration	<ul style="list-style-type: none"><li>■ Initial consideration of \$20 million (approximately 50% Cash - 50% Restricted Stock)<ul style="list-style-type: none"><li>– Restricted Stock becomes tradable annually on a pro-rata basis over 4 years</li></ul></li><li>■ Additional consideration (earnouts) may be paid based on the level of earnings achieved in 2011, 2012 and 2013</li><li>■ Approximately 50% of earnout payments are payable in Restricted Stock at Evercore’s option</li></ul>
Investment Management Capital Commitment	<ul style="list-style-type: none"><li>■ Evercore has committed up to \$10 million of investment in future G5 private equity funds and other investment management products</li></ul>
Financial Impact to EVR	<ul style="list-style-type: none"><li>■ The transaction is expected to be moderately accretive to earnings under a range of growth rates for the business</li></ul>
Closing	<ul style="list-style-type: none"><li>■ Early October, subject to customary closing conditions</li></ul>

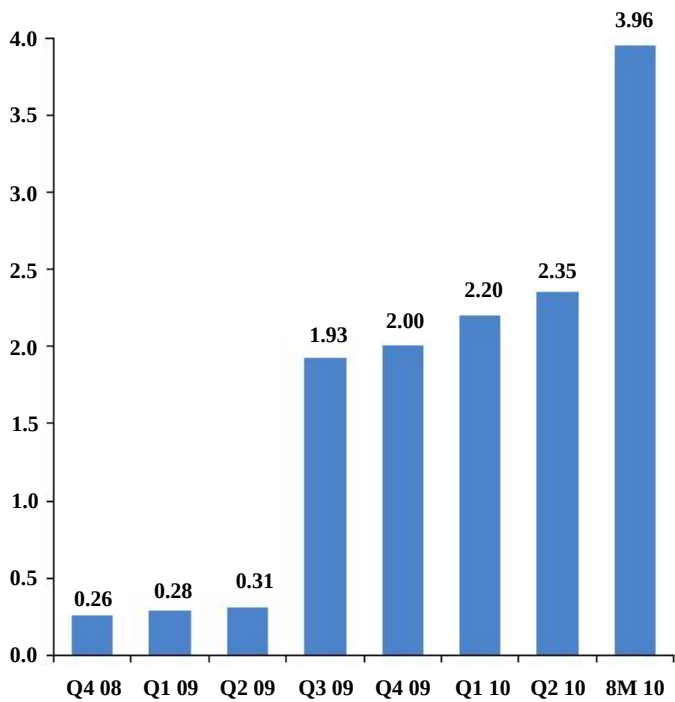
# G5 Advisory Transactions

<p>We advised</p> <p><b>RICHARDS</b> SALINAS</p> <p>in their merger with</p> <p><b>inbrands</b></p> <p>2010 <b>G5 advisors</b></p>	<p>TERMONORTE</p> <p>CS PARTICIPAÇÕES S.A.</p> <p>2005 <b>G5 advisors</b></p>	<p>CS PARTICIPAÇÕES S.A.</p> <p>CONTROLAR</p> <p>CCR Brisa</p> <p>2005 <b>G5 advisors</b></p>	<p>Brasil ecodiesel</p> <p>Agosto 2008 <b>G5 advisors</b></p>	<p><b>G5 advisors</b> e <b>EVERCORE PARTNERS</b></p> <p>Agosto 2008</p>
<p>São Marcos</p> <p>ANCAR</p> <p>July 2008 <b>G5 advisors</b></p>	<p>Smithfield</p> <p>JBS</p> <p>2008 <b>EVERCORE PARTNERS</b></p>	<p>WROBEL</p> <p>AGRA INCORPORADORA</p> <p>2007 <b>G5 advisors</b></p>	<p>CP CIMENTO E PARTICIPAÇÕES</p> <p>Votorantim Cimentos</p> <p>2007 <b>G5 advisors</b></p>	<p>CP CIMENTO E PARTICIPAÇÕES</p> <p>2007 <b>G5 advisors</b></p>

# G5 Investment Management

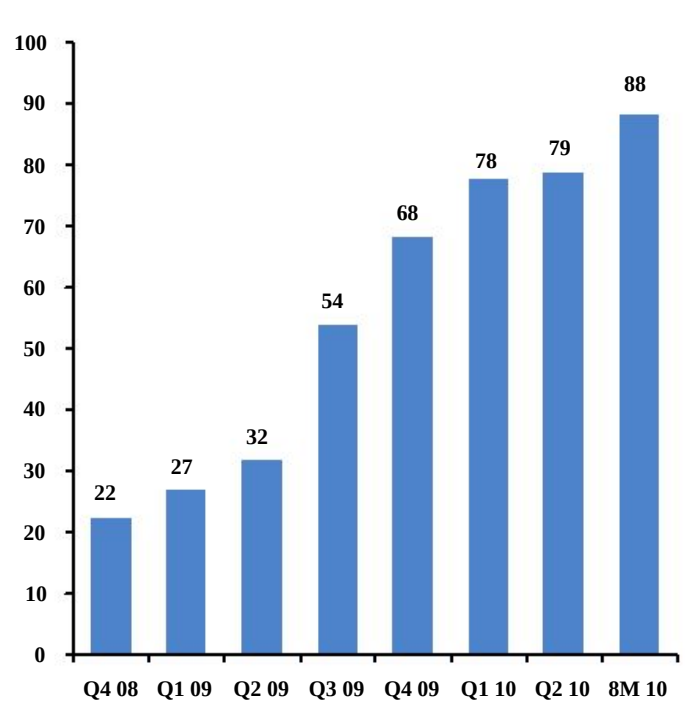
## Wealth Management (AUM in R\$ billions)

—Managing domestic and international portfolios comprising Fixed Income, Equities and Alternatives



## Asset Management (AUM in R\$ millions)

—Focused on Brazilian equities



# Team

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## **Corrado Varoli, CEO**

- Mr. Corrado Varoli is the Chief Executive Officer (CEO) and Chairman of the Board of G5 Advisors. Prior to co-founding G5 Advisors in 2007, he was at Goldman Sachs from 1999 until 2006 where he was a Partner and Head of Latin America. From 1987 until 1999 he was at Morgan Stanley where he was a Managing Director in the Investment Banking Division. Mr. Varoli has an MBA from Georgetown University and a bachelors degree in Engineering from McMaster University in Hamilton, Canada.

## **Renato Klarnet, Founding Partner, Asset Management & Wealth Management**

- Mr. Renato Klarnet is a Senior Partner, co-founder and a Member of the G5 Advisors Board. Prior to co-founding G5 Advisors in 2007, he was the Chief Executive Officer and co-founder of Tradewire Group. From 2003 to 2005, Mr. Klarnet was an EM Portfolio Manager in the Fixed Income Principal Investment Group of JP Morgan. Before that, from 2001 to 2003, he was the Head Equities Trader for the Latin America Division at Goldman Sachs. From 1997 to 2001, Mr. Klarnet had a similar role at Morgan Stanley. He started his career at Banco Pactual in Brazil, where he worked from 1993 to 1997 and headed their Institutional Equity Sales Trading Group. Mr. Klarnet has a bachelors degree in Economics from the Pontificia Universidade Católica RJ.

## **Marcelo Lajchter, Founding Partner, Advisory**

- Mr. Marcelo Lajchter is a Senior Partner, co-founder and a Member of the G5 Advisors Board. Prior to co-founding G5 Advisors in 2007, from 1995 to 2007 he was a Senior Partner at Barbosa Müssnich & Aragão Advogados, one of the most relevant Law Firms in Corporate Law, M&A and Restructuring in Brazil. Mr. Lajchter has a bachelors degree in Law from the Universidade Estadual do Rio de Janeiro (UERJ).

## Team – contd.

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### **André Benchimol, Senior Partner**

- Mr. André Benchimol is a Senior Partner of G5 Advisors. Prior to joining G5 Advisors in 2007, Mr. Benchimol was a Senior Partner at Tradewire Group from 2006 to 2007, where he headed their Private Wealth Management effort. From 2003 to 2006, Mr. Benchimol was the head of Private Banking at Banque Safdié in Rio de Janeiro. From 2001 to 2003, Mr. Benchimol was the head of Institutional Sales at Bank of America Asset Management in São Paulo. From 1998 to 2001, he was a vice president of Institutional and High Net Worth Individuals Sales at ING Investment Management in São Paulo. Mr. Benchimol holds a bachelors degree in Industrial Engineering from the Pontificia Universidade Católica RJ.

### **Carlos Gros, Senior Partner**

- Mr. Carlos Gros is a Senior Partner at G5 Advisors. Prior to joining G5 Advisors in 2007, Mr. Gros worked from 2005 to 2007 at Gafisa, one of the largest real estate developers in Brazil where he was responsible for Investors Relations and previously a Business Development Manager. From 2001 to 2003 he was a Project Manager at El Paso Energy. From 1996 to 2001, Mr. Gros worked at Banco Pactual as an Emerging Markets trader, and previously was responsible for the Corporate Sales Desk. Mr. Gros has an MBA from the London Business School and a bachelors degree in Economics from Duke University.

### **André Zylberberg, Senior Partner**

- Mr. André Zylberberg is a Senior Partner at G5 Advisors. Prior to joining G5 Advisors in 2008, Mr. Zylberberg was the founding partner and Portfolio Manager of Brazilian equities at Paradigma Assessoria Financeira. From 2001 to 2005 he was the co-founder and Portfolio Manager of Klig Capital - a G10 global macro fund., where was primarily responsible for G10 equities/commodities/credit. Before founding Klig Capital, Mr. Zylberberg managed a Brazilian equities portfolio, co-managed a domestic hedge fund and led a team running an Emerging Markets debt and equity portfolio at Banco Pactual. From 1987 to 1991, Mr. Zylberberg was responsible for Shell Brasil's foreign exchange trading and financial planning. Mr. Zylberberg holds an MM from the University of Warwick, Coventry, UK, 1992, BS in Statistics from ENCE, Rio de Janeiro, Brazil, 1987, and BS, Economics, UFRJ, Rio de Janeiro, Brazil, 1986.

## Strategic Rationale

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- **G5 strengthens our position and ability to serve clients globally in the important emerging economies of the world**
  
- **G5 strengthens our strategic alliances with CITIC Securities and Mizuho**
  
- **Strong business and cultural fit**
  - **High quality team with deep experience**
  - **Complementary portfolio of businesses**
  
- **The transaction is expected to be moderately accretive to earnings in its first year**

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# Evercore Partners

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