

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SCHLOSSTEIN RALPH</u>  (Last) (First) (Middle) <u>C/O EVERCORE PARTNERS INC.</u> <u>55 EAST 52ND STREET</u>  (Street) <u>NEW YORK NY 10055</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Evercore Partners Inc. [ EVR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/29/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Shares of Class A common stock, par value \$0.01 per share	08/29/2016		S		26,611 <sup>(1)</sup>	D	\$51.4916 <sup>(2)</sup>	258,317	D	
Shares of Class A common stock, par value \$0.01 per share	08/30/2016		S		35,238 <sup>(1)</sup>	D	\$51.4435 <sup>(3)</sup>	223,079	D	
Shares of Class A common stock, par value \$0.01 per share	08/31/2016		S		10,000 <sup>(1)</sup>	D	\$51.6726 <sup>(4)</sup>	213,079	D	
Shares of Class B common stock, par value \$0.01 per share								1	D	
Shares of Class B common stock, par value \$0.01 per share								1	I	Share held in trust. <sup>(5)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

- These shares were previously pledged to secure a loan, and a portion of the proceeds from these sales were applied to pay off such loan. Mr. Schlosstein continues to beneficially own 1,391,466 partnership units in Evercore LP following such sale, of which 463,822 are held in trust for the benefit of Mr. Schlosstein's family and as to which Mr. Schlosstein has voting and/or investment power but as to which he disclaims beneficial ownership of his pecuniary interest therein.
- This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$50.99 to \$51.76 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$51.01 to \$51.69 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$51.61 to \$51.73 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- This share of Class B common stock is held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of this share of Class B common stock and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.

**Remarks:**

/s/ Adam B. Frankel, as  
Attorney-in-Fact

08/31/2016

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

