

HOULIHAN LOKEY, INC.
Form 4
March 17, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORIX HLHZ Holding LLC

2. Issuer Name and Ticker or Trading Symbol
HOULIHAN LOKEY, INC. [HLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1717 MAIN STREET, SUITE 1100,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|------------|---|---|-----|------------------|-----------------|----------------------|----------------------------|
| | | | (A) | (D) | | | | |
| Class B Common Stock | <u>(1)</u> | | 03/15/2017 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 900,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORIX HLHZ Holding LLC 1717 MAIN STREET, SUITE 1100 DALLAS, TX 75201 | | X | | |
| ORIX CORP WORLD TRADE CENTER BLDG. 2-4-1 HAMAMATSU-CHO, MINATO-KU TOKYO, MO 105 6135 | | X | | |

Signatures

ORIX Corporation, By: /s/ Hideto Nishitani, Executive Officer 03/17/2017
**Signature of Reporting Person Date

ORIX HLHZ Holding LLC, By: ORIX OpCo Holdings, LLC, its managing member, By:
 ORIX Capital Markets, LLC, its managing member, by: /s/ Paul Wilson, Chief Financial Officer 03/17/2017
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Convertible into Class A Common Stock on one-for-one basis, upon transfer or final conversion dates.
 Sale to Issuer of an additional 900,000 shares of Class B Common Stock, with settlement to occur on April 5, 2017. Prior to settlement, the Reporting Person will retain all voting rights in respect of such shares. Pursuant to an existing purchase agreement, this sale of
- (2) additional shares was effective upon the March 15, 2017 closing of the underwriters' optional purchase of additional shares of Class A common stock from the Issuer as part of the Issuer's recent registered offering.
- (3) Owned directly by ORIX HLHZ Holding LLC. Also owned indirectly, through subsidiaries, by ORIX Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.