

GREENHILL & CO INC
Form DEF 14A
June 17, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

GREENHILL & CO., INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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June 17, 2016

Dear Stockholders:

You are cordially invited to join us for our 2016 annual meeting of stockholders, which will be held on Friday, July 29, 2016, at 10:00 am ET, at the Waldorf-Astoria, 301 Park Avenue, New York, New York 10022. Holders of record of our common stock as of June 3, 2016 are entitled to notice of, and to vote at, the 2016 annual meeting.

The Notice of Annual Meeting of Stockholders and the proxy statement that follow describe the business to be conducted at the meeting. We also will report on matters of current interest to our stockholders.

We hope you will be able to attend the meeting. However, even if you plan to attend in person, please vote your shares promptly to ensure they are represented at the meeting. You may submit your proxy vote by completing and signing the enclosed proxy card and returning it in the envelope provided. If you decide to attend the meeting and wish to change your proxy vote, you may do so automatically by voting in person at the meeting. Stockholders of record also have the option of voting their shares via the Internet. Instructions on how to vote via the Internet are on the proxy card.

If your shares are held in the name of a broker, bank, trust or other nominee, you will need proof of ownership to be admitted to the meeting and a valid proxy to vote at the meeting, as described under "How can I attend the meeting?" on page 3 of the proxy statement.

We look forward to seeing you at the annual meeting.

Sincerely,

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date and Time: Friday, July 29, 2016 at 10:00 a.m., Eastern Time

Place: Waldorf-Astoria

301 Park Avenue

New York, New York 10022

Items of Business:

1. The election of directors.
2. Advisory vote to approve named executive officer compensation.
3. The ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the year ending December 31, 2016.
4. Any other business that may properly be considered at the meeting or at any adjournment of the meeting.

Record Date: You may vote if you were a stockholder of record at the close of business on June 3, 2016.

Voting by Proxy or via the Internet: Whether or not you plan to attend the annual meeting in person, please vote your shares by proxy or via the Internet to ensure they are represented at the meeting. You may submit your proxy vote by completing, signing and promptly returning the enclosed proxy card by mail. Instructions on how to vote via the Internet are on the proxy card.

By Order of the Board of Directors

Patricia Moran

Secretary

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Greenhill & Co., Inc. (which we refer to as Greenhill, we, the Company or the Firm in this proxy statement) is soliciting proxies for use at the annual meeting of stockholders to be held on July 29, 2016 and at any adjournment or postponement of the meeting. This proxy statement and the enclosed proxy card are first being mailed or given to stockholders on or about June 17, 2016.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the meeting?

At our annual meeting, stockholders will act upon the matters outlined in the Notice of Annual Meeting of Stockholders. These include the election of directors, an advisory resolution on our executive compensation and the ratification of the selection of our independent auditors. Also, management will report on matters of current interest to our stockholders and respond to questions.

Who is entitled to vote at the meeting?

The Board has set June 3, 2016, as the record date for the annual meeting. If you were a stockholder of record at the close of business on June 3, 2016, you are entitled to vote at the meeting. As of the record date, 29,830,950 shares of common stock were issued and outstanding and, therefore, eligible to vote at the meeting.

What are my voting rights?

Holders of our common stock are entitled to one vote per share. Therefore, a total of 29,830,950 votes are entitled to be cast at the meeting. There is no cumulative voting.

How many shares must be present to hold the meeting?

In accordance with our bylaws, holders of a majority of the outstanding shares of common stock entitled to vote at a meeting of stockholders must be present at the meeting in order to hold the meeting and conduct business. This is called a quorum. Shares are counted as present at the meeting if:

you are present and vote in person at the meeting;

you have properly submitted a proxy card by mail; or

you have properly voted via the Internet.

How do I submit my proxy vote?

If you are a stockholder of record, you can give a proxy to be voted at the meeting by completing, signing and mailing the enclosed proxy card.

If you hold your shares in street name, you must vote your shares in the manner prescribed by your broker, bank, trust or other nominee. Your broker, bank, trust or other nominee has enclosed or otherwise provided a voting instruction card for you to use in directing the broker, bank, trust or nominee how to vote your shares.

What is the difference between a stockholder of record and a street name holder?

If your shares are registered directly in your name, you are considered the stockholder of record with respect to those shares.

If your shares are held in a stock brokerage account or otherwise by a broker, bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those shares. However, you still are considered the beneficial owner of those shares, and your shares are said to be held in street name. Street name holders generally cannot vote their shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their shares using the method described above under How do I submit my proxy vote?

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, it means that you hold shares registered in more than one account. To ensure that all of your shares are voted, sign and return each proxy card you receive.

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How do I vote via the Internet?

Internet voting information is provided on the proxy card. A control number, which is the number located below the account number on the proxy card, is designated to verify a stockholder's identity and allow the stockholder to vote the shares and confirm that the voting instructions have been recorded properly. *If you vote via the Internet, please do not return a signed proxy card.* Stockholders who hold their shares through a bank or broker can vote via the Internet if that option is offered by the bank or broker.

Can I vote my shares in person at the meeting?

If you are a stockholder of record, you may vote your shares in person at the meeting by completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and then decide to vote in person at the annual meeting, the vote you submit at the meeting will override your proxy vote.

If you are a street name holder, you may vote your shares in person at the meeting only if you obtain and bring to the meeting a signed letter or other proxy from your broker, bank, trust or other nominee giving you the right to vote the shares at the meeting.

What vote is required for the election of directors or for the other proposals to be approved?

The approval of a plurality of the affirmative votes cast at the meeting, even if less than a majority, is required for the election of directors. The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the annual meeting is required to approve the advisory vote on named executive officer compensation and to ratify the selection of our independent auditors.

How are votes counted?

You may either vote FOR or WITHHOLD authority to vote for each nominee for the Board of Directors. You may vote FOR, AGAINST or ABSTAIN on the other proposals. The advisory resolutions on executive compensation and the ratification of the selection of Ernst & Young LLP as independent auditor are not binding on the Board of Directors, but we value your votes and will consider the results carefully.

If you submit your proxy or vote via the Internet but abstain from voting on one or more matters or withhold authority to vote, your shares will be counted as present at the meeting for the purpose of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the quorum if you attend, even if you abstain from voting or withhold authority to vote.

Other than for the election of directors, if you abstain from voting on a proposal, your abstention has the same effect as a vote against that proposal.

Broker non-votes will have no effect and will not be counted towards the vote total for any proposal.

What are Broker Non-Votes ?

Broker non-votes occur when a beneficial owner of shares held in street name does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed non-routine. Generally, if shares are held in street

name, the beneficial owner of the shares is entitled to give voting instructions to the broker or nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker or nominee can still use its discretion to vote the shares with respect to matters that are considered to be routine, such as the proposal to ratify the selection of our independent auditors, but not with respect to non-routine matters. Under the rules and interpretations of the New York Stock Exchange, non-routine matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors, even if not contested, advisory votes on executive compensation and the approval of an equity incentive plan. Broker non-votes are counted toward a quorum.

Therefore, if member brokers do not receive instructions from the beneficial owner of the shares, they may only vote on the proposal to ratify the selection of our independent auditors. We therefore urge you to give voting instructions to your broker on all proposals.

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How does the Board recommend that I vote?

The Board of Directors recommends a vote:

FOR all of the nominees for director;

FOR the advisory vote to approve our named executive officer compensation; and

FOR the ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the year ending December 31, 2016.

What if I do not specify how I want my shares voted?

If you submit a signed proxy card or vote via the Internet but do not specify how you want to vote your shares, we will vote your shares:

FOR all of the nominees for director;

FOR the advisory vote to approve our named executive officer compensation; and

FOR the ratification of the selection of Ernst & Young LLP as Greenhill's independent auditors for the year ending December 31, 2016.

Can I change my vote after submitting my proxy?

Yes. Whether you vote by mail or via the Internet, you may revoke your proxy and change your vote at any time before your proxy is voted at the annual meeting, in any of the following ways:

By sending a written notice of revocation to the Secretary of Greenhill;

By submitting a later-dated proxy;

By voting via the Internet at a later time; or

By voting in person at the meeting.

Will my vote be kept confidential?

Yes. We have procedures to ensure that, regardless of whether stockholders vote by mail, via the Internet or in person, (1) all proxies, ballots and voting tabulations that identify stockholders are kept confidential, except as disclosure may be required by federal or state law or expressly permitted by a stockholder; and (2) voting tabulations are performed by an independent third party.

How can I attend the meeting?

You may be asked to present valid picture identification, such as a driver's license or passport, before being admitted to the meeting. You also will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from your broker, bank, trust or other nominee are examples of proof of ownership.

Please let us know if you plan to attend the meeting when you return your proxy by marking the attendance box on the proxy card.

Who pays for the cost of proxy preparation and solicitation?

Greenhill pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders. We have also hired Georgeson Inc. to assist in the solicitation and distribution of proxies, for which they will receive a fee of \$13,500, as well as reimbursement for certain out-of-pocket costs and expenses.

We are soliciting proxies primarily by mail. In addition, our directors, officers and other employees may solicit proxies by telephone or facsimile or personally. These individuals will receive no additional compensation for their services beyond their regular compensation.

Table of Contents**SECURITY OWNERSHIP OF DIRECTORS, OFFICERS AND CERTAIN BENEFICIAL OWNERS**

Our executive officers and directors are encouraged to own Greenhill common stock, par value \$0.01 per share, to further align management's and stockholders' interests. In addition, we have adopted stock ownership guidelines applicable to our named executive officers. See *Executive Compensation Compensation Discussion and Analysis Other Compensation Program and Governance Features* below for a description of these guidelines.

The following table shows how many shares of our common stock were beneficially owned as of June 3, 2016, by each of our directors and executive officers named in the 2015 Summary Compensation Table in this proxy statement, and by all of our directors and executive officers as a group. To the best of our knowledge, based on filings made under Section 13(d) and Section 13(g) of the Securities Exchange Act of 1934, as amended (Filings), except as noted below, no stockholder beneficially owned more than five percent of our common stock as of June 3, 2016. The percentage has been calculated on the basis of 29,830,950 shares of common stock outstanding as of June 3, 2016 (excluding treasury stock).

The address for each listed stockholder (other than as indicated in the notes) is: c/o Greenhill & Co., Inc., 300 Park Avenue, 23rd Floor, New York, New York 10022. To our knowledge, except as indicated in the footnotes to this table, pursuant to applicable community property laws or as indicated in the Filings made by institutional stockholders, the persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name of Beneficial Owner	Shares Beneficially Owned	
	Number	Percent
Directors and Named Executive Officers:		
Robert F. Greenhill (1)	1,466,056	4.9%
Scott L. Bok (2)	744,220	2.5%
Kevin M. Costantino	4,879	*
Christopher T. Grubb	9,846	*
Patricia Moran	2,572	*
Harold J. Rodriguez, Jr. (3)	79,351	*
David A. Wyles	23,599	*
Robert T. Blakely	5,199	*
Steven F. Goldstone	22,912	*
Stephen L. Key	14,891	*
Karen P. Robards	5,814	*
All Directors and Executive Officers as a group (11 persons)	2,379,339	8.0%
5% Stockholders:		
BlackRock, Inc. (4)	2,825,712	9.5%
Loomis, Sayles & Co., L.P. (5)	2,728,866	9.1%
The Vanguard Group (6)	2,021,542	6.8%

* Less than 1% of the outstanding shares of common stock.

(1) Mr. Greenhill's beneficial ownership is calculated by attributing to him all shares of our common stock owned by him and by two entities controlled by him. The first entity is Greenhill Family Limited Partnership, a Delaware limited partnership, which owns 989,524 of our shares. The second entity is Riversville Aircraft Corporation II,

a Delaware corporation, which owns 239,680 of our shares. Mr. Greenhill expressly disclaims beneficial ownership of the shares of common stock held by other members of his family in Greenhill Family Limited Partnership.

- (2) Includes 400,000 shares held by a grantor retained annuity trust for the benefit of Mr. Bok and his two children. Also includes 25,000 shares held by Bok Family Partners L.P., a Delaware limited partnership, of which Mr. Bok is the general partner. Mr. Bok disclaims beneficial ownership of securities owned by Bok Family Partners L.P. except to the extent of his pecuniary interest therein. Also includes 288,783 shares held by the Bok Family Foundation. Mr. Bok expressly disclaims beneficial ownership of the shares held by the Bok Family Foundation.
- (3) Includes 79,351 shares held by Jacquelyn F. Rodriguez, the wife of Harold J. Rodriguez, Jr.
- (4) Address: 55 East 52nd Street, New York, NY 10022.
- (5) Address: One Financial Center, Boston, MA 02111.
- (6) Address: 100 Vanguard Blvd., Malvern, PA 19355.

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Our executive officers and directors are not permitted to hedge or otherwise dispose of the economic risk of ownership of these shares or any other shares owned by them through short sales, option transactions or use of derivative instruments. See *Executive Compensation Compensation Discussion and Analysis Other Compensation Program and Governance Features* below.

Messrs. Greenhill, Bok, Costantino, Grubb, Rodriguez and Wyles and Ms. Moran are employees of Greenhill. As of June 3, 2016, they beneficially own approximately 8% of our outstanding common stock in the aggregate. In addition, as of June 3, 2016, other employees of Greenhill beneficially own approximately 5% of our outstanding common stock in the aggregate.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers, directors and beneficial owners of more than 10% of our common stock to file initial reports of ownership and reports of changes in ownership of our securities with the Securities and Exchange Commission. Such persons are required to furnish us with copies of these reports. We believe that all Section 16(a) filing requirements applicable to our executive officers and directors for 2015 were satisfied.

Table of Contents**ITEM 1 ELECTION OF DIRECTORS**

The number of directors currently serving on our Board of Directors (which we also refer to as our Board) is six. Each director who is elected will serve a one-year term. Each of the nominees has agreed to serve as a director if elected. If, for any reason, any nominee becomes unable to serve before the election, the persons named as proxies may vote your shares for a substitute nominee selected by the Board or the Board may reduce its size.

The nominees for election as director have provided the following information about themselves.

Robert F. Greenhill, 79, our founder, has served as our Chairman since the time of our founding in 1996 and served as our Chief Executive Officer between 1996 and October 2007. Mr. Greenhill was a member of our Management Committee since its formation in January 2004 until October 2007. In addition, Mr. Greenhill has been a director of Greenhill & Co., Inc. since its incorporation in March 2004. Prior to founding and becoming Chairman of Greenhill, Mr. Greenhill was Chairman and Chief Executive Officer of Smith Barney Inc. and a member of the board of directors of the predecessor to the present Travelers Corporation (the parent of Smith Barney) from June 1993 to January 1996. From January 1991 to June 1993, Mr. Greenhill was president of, and from January 1989 to January 1991, Mr. Greenhill was a vice chairman of, Morgan Stanley Group, Inc. Mr. Greenhill joined Morgan Stanley in 1962 and became a partner in 1970. In 1972, Mr. Greenhill directed Morgan Stanley's newly-formed mergers and acquisitions department. In 1980, Mr. Greenhill was named director of Morgan Stanley's investment banking division, with responsibility for domestic and international corporate finance, mergers and acquisitions, merchant banking, capital markets services and real estate. Also in 1980, Mr. Greenhill became a member of Morgan Stanley's management committee. We chose to nominate Mr. Greenhill as a director because he is the founder of our firm and has more than fifty years of experience in our industry.

Scott L. Bok, 57, has served as Chief Executive Officer since April 2010, served as Co-Chief Executive Officer between October 2007 and April 2010, and served as our U.S. President between January 2004 and October 2007. He has also served as a member of our Management Committee since its formation in January 2004. In addition, Mr. Bok has been a director of Greenhill & Co., Inc. since its incorporation in March 2004. Mr. Bok joined Greenhill as a Managing Director in February 1997. Before joining Greenhill, Mr. Bok was a Managing Director in the mergers, acquisitions and restructuring department of Morgan Stanley & Co., where he worked from 1986 to 1997, based in New York and London. From 1984 to 1986, Mr. Bok practiced mergers and acquisitions and securities law in New York with Wachtell, Lipton, Rosen & Katz. Mr. Bok served as Chief Executive Officer and Chairman of the Board of Directors of GHL Acquisition Corp. from 2007 to 2009 and as a member of the board of directors of its successor, Iridium Communications Inc., from 2009 to 2013. He has also served as a member of the board of directors of Heartland Payment Systems (2001 - 2005) and Republic Group Insurance (2003 - 2007). We chose to nominate Mr. Bok as a director because he serves as our Chief Executive Officer and has more than thirty years of experience advising on transactions.

Robert T. Blakely, 74, has served on our Board of Directors since April 2009. Since 2008, Mr. Blakely has served as the President of Performance Enhancement Group, a position he previously held from 2002 to 2003. From February 2006 to January 2008, Mr. Blakely served as Executive Vice President of Fannie Mae and from February 2006 to August 2007 as its Chief Financial Officer. From 2003 to 2006, Mr. Blakely served as Executive Vice President and Chief Financial Officer of MCI. From 1999 to 2002 he served as Executive Vice President and Chief Financial Officer of Lyondell Chemical. From 1981 to 1999 he served as Executive Vice President and Chief Financial Officer of Tenneco, Inc. From 1971 to 1981 Mr. Blakely was with Morgan Stanley. Mr. Blakely is a member of the board of directors of Westlake Chemical Corporation, Natural Resource Partners L.P. and Ally Financial Inc. (formerly GMAC, Inc.). Mr. Blakely completed a five year term on December 31, 2011 as Vice Chairman of the Board of Trustees of the Financial Accounting Federation, the oversight body for the Financial Accounting Standards Board.

We chose to nominate Mr. Blakely as a director because he was personally known to several members of our management, who respected Mr. Blakely's high integrity and financial expertise. We believe Mr. Blakely's financial expertise and previous management experience at public companies in several different industries, including the financial services industry, bring additional perspectives to the oversight of our business.

Steven F. Goldstone, 70, has served on our Board of Directors since July 2004 and has also served as our Lead Independent Director since January 2016. He currently manages Silver Spring Group, a private investment firm. From 1995 until his retirement in 2000, Mr. Goldstone was Chairman and Chief Executive Officer of RJR Nabisco, Inc. (which was subsequently named Nabisco Group Holdings following the reorganization of RJR Nabisco, Inc.). Prior to joining RJR Nabisco, Inc., Mr. Goldstone was a partner at Davis Polk & Wardwell, a law firm in New York City. He is also the non-executive Chairman of ConAgra Foods, Inc. Mr. Goldstone served as a member of the board of directors of Trane, Inc. (f/k/a American Standard Companies, Inc.) from 2002 until 2008 and as a member of the board of directors of Merck & Co. from 2008 until 2012. Mr. Goldstone has also served as a member of the board of directors of The Chefs Warehouse, Inc. since March 2016. We chose to nominate Mr. Goldstone as a director because he was personally known to several members of our management, who respected Mr. Goldstone's high integrity and business acumen. We believe Mr. Goldstone's past

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experience in a service industry similar to ours, as well as his experience as the leader of a complex publicly traded company, enables Mr. Goldstone to provide valuable experience to our Board.

Stephen L. Key, 72, has served on our Board of Directors since May 2004. Since 2003, Mr. Key has been the sole proprietor of Key Consulting, LLC. From 1995 to 2001, Mr. Key was the Executive Vice President and Chief Financial Officer of Textron Inc., and from 1992 to 1995, Mr. Key was the Executive Vice President and Chief Financial Officer of ConAgra, Inc. From 1968 to 1992, Mr. Key worked at Ernst & Young, serving in various capacities, including as the Managing Partner of Ernst & Young's New York Office from 1988 to 1992. Mr. Key is a Certified Public Accountant in the State of New York. Mr. Key has served as a member of the board of directors of Fairway Group Holdings Corp. since August 2012 and as Chairman of the Audit Committee of the board of directors of Fairway Group Holdings Corp. since April 2013. Mr. Key has also served as a member of the board of directors of Sitel, Inc. from 2007 until 2008, as a member of the board of directors of Forward Industries, Inc. from 2010 until 2012, and as a member of the board of directors of 1-800-Contacts, Inc. from 2005 to 2012. We chose to nominate Mr. Key as a director because he was personally known to several members of our management, who respected Mr. Key's high integrity and financial expertise. We believe Mr. Key's deep accounting experience, his service on the board of directors and audit committees of other public companies and his previous management experience at several public companies add significant support both to the Board of Directors and the management team in considering accounting, finance and related matters.

Karen P. Robards, 66, has served on our Board of Directors since April 2013. Since 1987, Ms. Robards has been a partner of Robards & Company, LLC, a financial advisory firm. From 1976 to 1987, Ms. Robards was an investment banker at Morgan Stanley where she served as head of its healthcare investment banking activities. Ms. Robards currently serves as Vice Chair of the Board and Chair of the Audit Committee of BlackRock Closed-End Funds. Ms. Robards is also a member of the Board of Directors of AtriCure, Inc., a medical device company, where she has served since 2000. From 1996 to 2005, Ms. Robards served as a director of Enable Medical Corporation, a developer and manufacturer of surgical instruments, which was acquired by AtriCure, Inc. in 2005. From 2007 to 2010, Ms. Robards also served as a director of Care Investment Trust, a publicly held real estate investment trust focusing on investment opportunities in the healthcare industry. We chose to nominate Ms. Robards as a director because of her high integrity and business acumen. We believe Ms. Robards' past experience in our industry, as well as her experience as a director of several public and private companies, enables Ms. Robards to provide valuable experience to our Board.

The Board of Directors unanimously recommends a vote FOR the election of all of the director nominees. Proxies will be voted FOR the election of the nominees unless otherwise specified.

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INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Board of Directors conducts its business through meetings of the Board and the following standing committees: Audit, Compensation, and Nominating and Governance. Each of the standing committees has adopted and operates under a written charter, all of which are available on our website at www.greenhill.com. Other corporate governance documents also are available on our website at the same address, including our Corporate Governance Guidelines, our Code of Business Conduct and Ethics and our Related Person Transaction Policy. The written charters, the Guidelines, the Code and the Related Person Transaction Policy are also available in print to any stockholder who requests them.

Meetings of the Independent Directors

In addition to the committees of the Board of Directors described below, our non-employee directors meet regularly in executive sessions in which our employee directors (Messrs. Greenhill and Bok) and other members of management do not participate. The Lead Independent Director serves as the presiding director of these executive sessions.

Committees of the Board

Audit Committee

Members:

Stephen L. Key (Chairman)

Robert T. Blakely

Karen P. Robards

The Audit Committee is a separate committee established in accordance with Rule 10A-3 under the Securities Exchange Act of 1934. The Board of Directors has determined that all members of the Audit Committee are independent as that term is defined in the applicable New York Stock Exchange listing standards and regulations of the Securities and Exchange Commission and that all members are financially literate as required by the applicable New York Stock Exchange listing standards. The Board of Directors also has determined that Mr. Key is an audit committee financial expert as defined by applicable regulations of the Securities and Exchange Commission. Mr. Blakely currently serves on the audit committees of four public companies, including Greenhill. Our Board of Directors has discussed with Mr. Blakely the time and effort required to be devoted by Mr. Blakely to his service on these committees and has affirmatively determined that such services do not impair Mr. Blakely's ability to serve as an effective member of Greenhill's Audit Committee.

The Audit Committee's purpose is to oversee the independent auditor's qualifications, independence and performance, the integrity of our financial statements, the performance of our internal audit function and independent auditors and compliance with legal and regulatory requirements. The Audit Committee has sole authority to retain and terminate the independent auditors and is directly responsible for the compensation and oversight of the work of the independent auditors. The Audit Committee reviews and discusses with management and the independent auditors the annual audited and quarterly financial statements, reviews the integrity of the financial reporting processes, both internal and external, and prepares the Audit Committee Report included in the proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission. The Audit Committee met five times during 2015. In addition, the SEC Subcommittee of the Audit Committee, which is responsible for reviewing periodic reports of Greenhill filed with the SEC, met four times during 2015. Mr. Key is the sole member of the SEC Subcommittee,

although other Audit Committee members participate in SEC Subcommittee meetings from time to time.

Compensation Committee

Members:

Steven F. Goldstone (Chairman)

Robert T. Blakely

Stephen L. Key

The Compensation Committee, comprised entirely of independent, non-employee directors, is responsible for establishing and administering our policies involving the compensation of our executive officers. No employee of Greenhill serves on the Compensation Committee. The Compensation Committee members have no interlocking relationships as defined by the Securities and Exchange Commission.

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The Board of Directors has determined that all members of the Compensation Committee are independent as that term is defined in applicable New York Stock Exchange listing standards. The Compensation Committee oversees our compensation and benefits policies generally, evaluates senior executive performance, oversees and sets compensation for our senior executives and reviews management's succession plan. The Compensation Committee evaluates our compensation philosophy, goals and objectives generally, and it approves corporate goals related to the compensation of our senior executives (including the Chief Executive Officer), approves compensation and compensatory arrangements applicable to our other executive officers based on our compensation goals and objectives. See *Executive Compensation Compensation Discussion and Analysis* for more information on the Compensation Committee's role in determining compensation. In addition, the Compensation Committee is responsible for reviewing and recommending the establishment of broad-based incentive compensation, equity-based, retirement or other material employee benefit plans, and for discharging any duties under the terms of our equity incentive plan. The Compensation Committee met five times during 2015.

Nominating and Governance Committee

Members:

Robert T. Blakely (Chairman)

Steven F. Goldstone

Stephen L. Key

Karen P. Robards

The Board of Directors has determined that all members of the Nominating and Governance Committee are independent as that term is defined in applicable New York Stock Exchange listing standards. The Nominating and Governance Committee identifies and recommends individuals qualified to become members of the Board of Directors and recommends to the Board sound corporate governance principles and practices for Greenhill. In particular, the Committee assesses the independence of all Board members, identifies and evaluates candidates for nomination as directors, recommends the slate of director nominees for election at the annual meeting of stockholders and to fill vacancies between annual meetings, recommends qualified members of the Board for membership on committees, oversees the director orientation and continuing education programs, reviews the Board's committee structure, reviews and assesses the adequacy of our Corporate Governance Guidelines, evaluates the annual evaluation process for the Board and Board committees and is charged with overseeing our Related Person Transaction Policy. The Nominating and Governance Committee met two times during 2015.

Meeting Attendance

Our Corporate Governance Guidelines provide that our directors are expected to attend meetings of the Board and of the committees on which they serve. We do not have a policy requiring directors to attend our annual meeting of stockholders. The Board met eight times during 2015. All of our directors attended the annual meeting of stockholders in 2015, and all of our directors attended at least 75% of the Board and committee meetings on which the directors served.

Procedures for Contacting the Board of Directors

The Board has established a process for stockholders and other interested parties to send written communications to the Board, the independent directors, or to individual directors. Such communications may be made anonymously. Such communications should be sent by U.S. mail to the Board of Directors, c/o Greenhill, 300 Park Avenue, New York, New York, 10022 (attention: Secretary). The communications will be collected by the Secretary and delivered, in the form received and if so addressed, to a specified director, the independent directors, the Lead Independent Director or the Audit Committee or its Chairman. Items that are unrelated to a director's duties and responsibilities as a Board member may be excluded by the Secretary, including solicitations and advertisements, junk mail and resumes.

Procedures for Selecting and Nominating Director Candidates

In evaluating the appropriate characteristics of candidates for service as a director, the Nominating and Governance Committee takes into account many factors. At a minimum, director candidates must demonstrate high standards of ethics, integrity and professionalism, independence, sound judgment, community leadership and meaningful experience in business, law or finance or other appropriate endeavor. In addition, the candidates must be committed to representing the long-term interests of our stockholders. In addition to these minimum qualifications, the Committee also considers other factors it deems appropriate based on the current needs of the Board, including specific business and financial expertise currently

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desired on the Board, experience as a director of a public company and diversity. The Committee does not have any formal diversity policy. With these factors and characteristics in mind, the Committee will generally begin its search by discussing potential candidates with existing members of the Board and management. The Committee will also reassess the qualifications of a director, including the director's past contributions to the Board and the director's attendance and contributions at Board and committee meetings, prior to recommending a director for reelection to another term.

Our Board of Directors has adopted procedures by which stockholders may nominate individuals for election to the Board. Such procedures are set out in our bylaws. In addition, the Nominating and Governance Committee will consider any director candidate recommended by stockholders; stockholders may submit such a recommendation by sending a letter and relevant information about the candidate to the Secretary at Greenhill & Co., Inc., 300 Park Avenue, New York, New York 10022.

Board Leadership Structure and Role in Risk Oversight

The Chairman of our Board of Directors, Robert F. Greenhill, is the founder of Greenhill and has previously served as its Chief Executive Officer. In 2007, Mr. Greenhill relinquished the position as Chief Executive Officer. At that time, the Board of Directors determined that it was in the best interests of our stockholders for Mr. Greenhill to continue to serve as Chairman of the Board, given the depth of his experience with our firm and our industry. In January 2016, our Board of Directors amended our Corporate Governance Guidelines to provide for a Lead Independent Director and appointed Steven F. Goldstone to this role. The Lead Independent Director's responsibilities include:

- (1) Chair any meeting of the Board at which the Chairman is not present, including executive sessions of non-management or independent directors;
- (2) Have the authority to call meetings of the non-management or independent directors;
- (3) Meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;
- (4) Facilitate communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer by serving as the principal liaison; however, each director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer;
- (5) Monitor, with the assistance of the Company's Chief Executive Officer, Chief Financial Officer and Chief Legal Officer, communications from stockholders and other interested parties, report on such communications to the other directors as he or she considers appropriate, and be available, when appropriate, for consultation and direct communication with stockholders;
- (6) Work with the Chairman of the Board and the CEO in the preparation of the agenda for each Board meeting and approve the agendas to be sent to the Board; and be available to review information to be sent to the

Board when appropriate;

- (7) Work with the Chairman of the Board in determining the need for special meetings of the Board, and approve the number and frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items; and
- (8) Otherwise consult with the Chairman of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.

Our Board of Directors, under the guidance of the Nominating and Governance Committee, reviews the structure of our Board of Directors and its committees each year as a part of its annual self-evaluation process, and in that context considers, among other things, issues of structure and leadership, including whether the offices of Chairman of the Board and Chief Executive Officer should be combined or separate, whether the Company should have a Lead Independent Director in the event that the Chairman of the Board is not an independent director, and whether the Board's leadership structure is appropriate given the characteristics or circumstances of the Company. The Board of Directors is satisfied that its current structure and processes are well suited for the Company, given its simple business model, employee stock ownership and size.

The Board of Directors has delegated risk management and oversight to the Audit Committee. The Audit Committee receives regular reports on risk matters, including financial, legal and regulatory risks, at its quarterly meetings. The Audit

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Committee also receives an annual report on legal, regulatory and compliance matters from the Greenhill Global Compliance Committee. The Audit Committee oversees the Company's periodic risk assessments and risk-based internal audits. In addition, the Audit Committee meets regularly with the Chief Compliance Officer, principal accounting officer and Chief Legal Officer of Greenhill as well as its external and internal auditors, to discuss issues related to risk management. The Audit Committee, in turn, reports any material risk issues which may arise to the full Board of Directors. The Board of Directors' administration of risk oversight has no impact on its leadership structure.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics applicable to all of our directors and employees, including our principal executive officers, principal financial officer, principal accounting officer, controller and other employees performing similar functions. A copy of this Code of Business Conduct and Ethics is available on our website at www.greenhill.com.

We intend to post on our website any amendment to, or waiver from, a provision of our Code of Business Conduct and Ethics that applies to our principal executive officers, principal financial officer, principal accounting officer, controller and other persons performing similar functions within four business days following the date of such amendment or waiver.

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Name	Fees Earned or		Total
	Paid in Cash	Stock Awards (1)	
Robert T. Blakely	\$49,994	\$50,006	\$100,000
Steven F. Goldstone		100,000	100,000
Stephen L. Key	57,487	57,513	115,000
Karen P. Robards	49,994	50,006	100,000

(1) These amounts reflect the aggregate grant date fair value determined in accordance with FASB ASC Topic 718 for awards granted in 2015 pursuant to our Equity Incentive Plan. As these awards are fully vested, the entire expense arising from them is recognized in the year the services were rendered to which they relate.

During 2015, directors who were not Greenhill employees received an annual retainer of \$100,000 for service on our Board of Directors payable at their option either in cash or stock or a combination. No separate meeting fees were paid. The chairman of the Audit Committee received an additional annual cash retainer of \$15,000, which was paid at his option in a combination of cash and stock. We have not retained any compensation consultants to advise on director compensation.

It is our policy to ask our non-employee directors to retain any stock granted to them as compensation until such time as they complete their service on the Board, subject to exceptions for unforeseen personal circumstances. As of December 31, 2015, all of our non-employee directors owned stock in the Company. As a result, we believe our non-employee directors have a demonstrable and significant interest in increasing the stockholders' value over the long term, and we have not adopted any stock ownership guidelines for non-employee directors.

Our non-employee directors are prohibited from hedging or otherwise disposing of the economic risk of ownership of any of our shares owned by them through short sales, option transactions or other derivative instruments.

Our non-employee directors also will be reimbursed for reasonable out-of-pocket expenses incurred in connection with their service on the Board and the Board committees. Employees of Greenhill who also serve as directors receive compensation for their services as employees, but they do not receive any additional compensation for their service as directors. No other compensation is paid to our Board members in their capacity as directors. Non-employee directors do not participate in our employee benefit plans. See discussion under *Certain Relationships and Related Transactions* *Related Transactions Involving our Directors and Executive Officers* *Other Compensation* for a description of the compensation paid to Robert F. Greenhill, who is the Chairman of our Board of Directors and an employee of Greenhill, but is not an executive officer.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We recognize that transactions between us and any of our directors or executives can present potential or actual conflicts of interest or create the appearance that our decisions are based on considerations other than what is in the best interests of the firm and our stockholders. We also recognize that at times, such transactions may actually be in the best interests of the Company.

Related Person Transaction Policy

We have adopted a written related person transaction policy, which is administered by the Nominating and Governance Committee. This policy applies to any transaction or series of related transactions or any material amendment to any such transaction involving a related person and the Company or any subsidiary of the Company. For the purposes of the policy, related persons consist of executive officers, directors, director nominees, any stockholder beneficially owning more than 5% of the Company's common stock, and immediate family members of any such persons. Under the policy, the transaction will be referred to the Chief Legal Officer, the Chief Executive Officer and/or the Nominating and Governance Committee for review depending on the identity of the related person. Such reviewer will review, approve or ratify the transaction, taking into account all relevant facts and circumstances, including without limitation the commercial reasonableness, the benefit and perceived benefit or lack thereof, to the Company, the availability and/or opportunity costs of alternate transactions, the materiality and character of the related person's direct or indirect interest, and the actual or apparent conflict of interest of the related person. No reviewer may participate in any review, approval or ratification of any related person transaction in which such reviewer or any of his or her immediate family members is the related person. All determinations by the Chief Executive Officer or the Chief Legal Officer under the policy will be reported to the Committee at its next regularly scheduled meeting or earlier if appropriate.

Related Transactions Involving Our Directors and Executive Officers

Other Compensation

Robert F. Greenhill, founder, Chairman, director and employee of the Company, actively participates in various client revenue generating engagements as well as overall activities of the Firm. Consistent with our practice for compensating our senior professionals, Mr. Greenhill was compensated in 2015 on a pay-for-performance basis based on his relative contribution to the Company. In 2015, Mr. Greenhill received a total of \$3,895,343 in compensation, including a base salary of \$600,000, \$2,649,000 in restricted stock units awarded in 2015 (calculated by multiplying the number of shares underlying the award by the closing price of our common stock on the trading date prior to the grant date of the award) as well as Dividend Equivalent Payments, Profit Overrides and expenses of a car and driver. The cost of Mr. Greenhill's car and driver was \$176,524 in 2015 (comprised principally of compensation expense in respect of Mr. Greenhill's driver, who is our employee). In addition, Mr. Greenhill uses an aircraft owned by us for personal travel; Mr. Greenhill reimburses us for the costs associated with his personal use of the aircraft. See *Use of Corporate Aircraft* below. These perquisites are provided only to Mr. Greenhill, in recognition of his role as founder of our Firm.

Similar to our arrangements with certain senior professionals, we have an employment agreement with Mr. Greenhill that provides that he will be paid an annual base salary of \$600,000, subject to annual review by the Compensation Committee, and that he may be awarded a bonus in an amount to be determined in the sole discretion of the Compensation Committee. Mr. Greenhill is also entitled to participate in all of our employee benefit plans, including, without limitation, our group health, dental and life insurance plans, 401(k) Profit Sharing Plan and Equity Incentive Plan. The employment agreement may be terminated by either party on 90 days' notice. Under the agreement,

Mr. Greenhill is subject to limitations on his ability to compete with us during the term of his employment and for a three-month period thereafter. He is also prohibited from soliciting certain of our employees for a period of six months following the termination of his employment. In addition, he is subject to obligations of confidentiality and is required to protect and use confidential information in accordance with the restrictions placed by us on its use and disclosure.

Use of Corporate Aircraft

Through our wholly-owned subsidiary Greenhill Aviation Co., LLC, we own and operate an airplane that is used by our employees for transportation on business travel and by Robert F. Greenhill and his family for transportation on business and personal travel. We bear all costs of operating the aircraft, including the cost of maintaining air and ground crews. We have an aircraft expense policy in place that sets forth guidelines for personal and business use of the airplane. Mr. Greenhill reimburses the Company for the actual out-of-pocket costs associated with the operation of the Company's aircraft in connection with the personal use thereof by Mr. Greenhill. In 2015, Mr. Greenhill reimbursed us \$280,800 for such costs incurred in 2015. No other employees used the aircraft for personal travel in 2015.

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In addition, employees of Greenhill from time to time use airplanes personally owned by Mr. Greenhill for business travel. In those instances, Mr. Greenhill invoices us for the travel expense on terms we believe are comparable to those we could secure from an independent third party. During 2015, we paid \$39,364 to an entity controlled by Mr. Greenhill on account of such expenses.

Use of Hangar Space

Riversville Aircraft Corporation, an entity controlled by Robert F. Greenhill, uses and reimburses us for a portion of the hangar space we lease at the Westchester County Airport. In 2015, Riversville Aircraft Corporation paid us \$71,100 in rent and related costs. Riversville Aircraft Corporation reimburses us for its use of a portion of the hangar space on terms we believe are comparable to those we could secure from an independent third party.

Relationship with Merchant Banking Funds

Greenhill has an indirect interest in two different merchant banking funds which we refer to as Greenhill Capital Partners I (or Fund I) and Greenhill Capital Partners II (or Fund II), each of which consists of several related fund vehicles which generally invest in parallel on a pro rata basis (we refer to those funds collectively as the Funds). The managing general partners of Fund I and Fund II are controlled by Greenhill, and Scott L. Bok, our Chief Executive Officer, remains a member of the Investment Committee of Fund I and Fund II.

Greenhill's employees committed a significant amount of capital to the Funds at the time of the respective closing dates. Greenhill and those employees who made capital commitments to the Funds have entered into a series of agreements with the Funds (the Partnership Agreements). Pursuant to the Partnership Agreements, the limited partners of the Funds have agreed to pay during the commitment period an annual management fee to the respective managing general partner of such Funds. Limited partners, including Messrs. Bok and Rodriguez, as well as Mr. Greenhill, also agreed to pay to the managing general partners of the funds certain profit overrides. The Partnership Agreements also provide for the payment by the limited partners of certain expenses incurred by the general partner and for the indemnification of the general partner, its affiliates and their employees under certain circumstances.

Director Independence

Under applicable New York Stock Exchange listing standards, a majority of the Board of Directors must be independent, and no director qualifies as independent unless the Board of Directors affirmatively determines that the director has no material relationship with Greenhill. In connection with this independence determination, the Board considered transactions and relationships between each director or any member of his or her immediate family and Greenhill and its subsidiaries and affiliates, including those reported under Certain Relationships and Related Transactions below. The Board also examined transactions and relationships between directors or their affiliates and members of Greenhill's senior management or their affiliates. The purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the director is independent.

The Board determined that none of Messrs. Blakely, Goldstone or Key or Ms. Robards:

had any material relationship with Greenhill (other than as directors)

had any material relationship, either directly or as a partner, stockholder or officer, of another organization that has a relationship with Greenhill

is an employee or has an immediate family member who is or has in the last three years been an executive officer of Greenhill

receives, or has an immediate family member who receives, more than \$120,000 in direct compensation from Greenhill (other than director and committee fees)

is affiliated with or employed by, or has an immediate family member who is or has been within the past three years a partner of or employee of, the Greenhill audit team or a present or former internal or external auditor of Greenhill

is employed or has an immediate family member who is employed as an executive officer of another company where any of Greenhill's present executives serve on the compensation committee

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is an executive officer of a company that makes payment to or receives payments from Greenhill for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues

is an executive officer of any charitable organization to which Greenhill has contributed an amount in any single fiscal year in excess of \$1 million or 2% of the consolidated gross revenues of such charitable organization.

As a result of this review, the Board affirmatively determined that each of our non-employee directors (Robert T. Blakely, Steven F. Goldstone, Stephen L. Key and Karen P. Robards) is independent as that term is defined in the applicable New York Stock Exchange listing standards. Messrs. Greenhill and Bok cannot be considered independent directors because of their employment at Greenhill.

In addition, we amended our Corporate Governance Guidelines in January 2016 to provide for a Lead Independent Director. Steven F. Goldstone has served as our Lead Independent Director since such date.

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ITEM 2 ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), which was added under the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank), we are asking stockholders to approve an advisory resolution on the compensation of our named executive officers as reported in this proxy statement.

As further discussed under Compensation Discussion and Analysis below, our executive compensation program is designed to attract, retain and motivate our professionals, reward the achievement of business results through the delivery of competitive pay and incentive programs and align the aggregate compensation of our employees with both individual and company performance.

We encourage our stockholders to read our Compensation Discussion and Analysis in its entirety.

We are asking our stockholders to approve the following non-binding advisory resolution at our 2016 annual meeting:

RESOLVED, that the stockholders of Greenhill & Co., Inc. (the Company) approve, on an advisory basis, the compensation of the Company s named executive officers as disclosed pursuant to Item 402 of Regulation S-K, which disclosure includes the Compensation Discussion and Analysis, the tabular disclosure regarding such compensation and the accompanying narrative disclosure set forth in the proxy statement for the Company s 2016 annual meeting of stockholders.

This advisory resolution, commonly referred to as say-on-pay , is not binding on the Compensation Committee or the Board of Directors. Although non-binding, the Board and the Compensation Committee will carefully review and consider the voting results when evaluating our executive compensation program.

The Board of Directors unanimously recommends that you vote FOR the approval of the advisory resolution to approve our executive compensation. Proxies will be voted FOR the approval of this resolution unless otherwise specified.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis, or CD&A, describes our compensation objectives and programs for our named executive officers or NEOs. The CD&A also describes the specific decisions, and the process supporting those decisions, which were made in respect to 2015 for the NEOs.

For 2015, our NEOs were:

Scott L. Bok, Chief Executive Officer (CEO);

Kevin M. Costantino, President;

David A. Wyles, President;

Christopher T. Grubb, Chief Financial Officer;

Harold J. Rodriguez, Jr., Chief Operating Officer; and

Patricia Moran, Chief Legal Officer and Secretary.

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To assist in finding important information, we call your attention to the following sections of our CD&A:

	Page
<u>Executive Summary</u>	18
<u>Process For Determining Executive Compensation</u>	21
<u>2015 Total Direct Compensation</u>	23
<u>Peer Groups - Relative Performance and Benchmarking Pay Levels/Practices</u>	24
<u>What's New For 2016</u>	25
<u>Other Compensation Program and Governance Features</u>	25

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Executive Summary

Greenhill's Business and Strategy.

Greenhill is a leading independent investment bank that provides financial and strategic advice on significant domestic and cross-border mergers and acquisitions, divestitures, restructurings, financings, capital raising and other transactions to a diverse client base, including corporations, partnerships, institutions and governments. We serve as a trusted advisor to our clients throughout the world on a collaborative, globally integrated basis from our offices in the United States, United Kingdom, Germany, Sweden, Australia, Japan, Hong Kong, Singapore, Canada and Brazil.

Greenhill is a unique global investment banking firm, not only in relation to the large integrated, or bulge bracket, institutions which engage in commercial lending, underwriting, research, sales and trading and other businesses, but also in relation to other so called independent investment banks, many of which engage in investment management, research and capital markets businesses, all of which can create conflicts with clients' interests. Our business strategy is to (i) operate as a pure advisory firm, which minimizes conflicts and emphasizes our focus on client service, (ii) operate globally, with a presence in all major markets, (iii) emphasize larger transactions, which enhances fee opportunities, (iv) continue to expand our business organically and through strategic acquisitions and (v) maintain our conservative policies of no net debt and true GAAP profitability.

2015 Performance Highlights.

Our 2015 financial results reflect both market conditions and factors specific to Greenhill. While 2015 results were below our desired levels on an overall basis, we believe that there were many positive aspects to our 2015 performance and that the strength of our franchise is clear.

26% increase in 2015 announced deals, 81% increase in 2015 deal volume⁽¹⁾ and significant increase in fees from top ten announced M&A deals

Solid list of major deal announcements, but few of our biggest got to completion by year-end, impacting total revenue

Pre-tax margin impacted by some non-recurring costs and lower revenue

Successful acquisition of Cogent Partners (secondary fund placement)

5 M&A MDs recruited, plus 5 promoted

We also maintained a substantial dividend, along with a strong balance sheet. We started 2016 with a bigger backlog and good deal momentum, and we expect that higher revenue should drive improved cost ratios and profit margin.

(1) Excludes withdrawn/canceled deals. Source: Thomson Financial

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Executive Pay Program Updates and 2015 Say on Pay Vote.

At our 2015 Annual Stockholders Meeting, approximately 58% of votes cast supported Greenhill’s executive compensation program. While we received the support of seven of our ten largest stockholders, this overall result led us to undertake a multi-pronged effort to review our executive compensation programs. This effort included discussions with institutional stockholders and their corporate governance groups, analysis of market practices at peer companies, and retention by the Compensation Committee of an independent compensation consultant.

The objective of the investor outreach was to understand the factors our stockholders consider to be most important when evaluating our executive compensation program. During 2015, we spoke to our top institutional holders specifically regarding executive compensation. We learned that stockholders were not seeking major changes to our executive compensation program, but rather that they had some ideas to refine and improve the program, often specific to CEO pay. Major stockholders were not prescriptive about plan design. Instead, they were more interested to see that the results and outcomes delivered by the plans were appropriately aligned with both Firm-wide and individual performance.

We took action in response to investor feedback:

Feedback We Received

Action Taken by Compensation Committee

A portion of CEO compensation should be more closely linked to multi-year Firm-wide results.

Awarded performance-based restricted stock units (PRSUs) to our CEO in January 2016, with payout contingent on Firm-wide performance versus pre-defined 3-year goals. To be transparent regarding the rigor of these new, multi-year Firm-wide goals (revenue, pre-tax margin, and total stockholder return), they are disclosed on a prospective basis in this CD&A.

There should be increased independence in Board leadership.

Appointed Steven Goldstone, one of our independent outside directors, as our Lead Independent Director and amended our corporate governance guidelines to account for this new Board structure.

Provide more user-friendly compensation disclosure.

Substantially redesigned our CD&A, including the addition of an executive summary, increased detail regarding stockholder outreach, and disclosure of multi-year goals for revenue, pre-tax margin, and total stockholder return.

New for 2016. Our pay-for-performance compensation program is designed to reward performance and align the long-term interests of our named executive officers and other senior professionals with those of our stockholders. In addition to our historic approach to aligning pay with performance through the use of restricted stock units (RSUs), based on stockholder feedback, we introduced PRSUs for our CEO, who has ultimate responsibility for Firm-wide performance. The PRSU award is based on the CEO s performance in 2015 and ties the CEO s compensation to our revenue, pre-tax margin and total stockholder return over the three-year period from 2016 to 2018. The PRSUs are designed to both advance the Firm s business objectives and be responsive to stockholder feedback.

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Key Compensation Practices. Key executive compensation practices are summarized below. We believe these practices promote alignment with the interests of our stockholders.

What We Do

We focus on variable versus fixed compensation. 100% of CEO variable compensation is equity-based and no perquisites are provided.

We seek to offset the impact of equity compensation awards by repurchasing shares of our common stock and maintaining a flat, or near flat, share count.

Beginning in 2016, grant PRSUs as part of CEO's compensation, with prospective disclosure of multi-year, firm-wide performance goals.

Review and consider stockholder feedback in structuring executive compensation.

Retained an independent compensation consultant to assist the Compensation Committee.

Prudently exercise discretion to be responsive to the cyclical nature of our business and advance our goal of operating as a meritocracy.

Broad ability of Compensation Committee to clawback RSUs, which is the largest component of NEO compensation.

Apply double-trigger vesting for equity awards under a change in control scenario.

Apply multi-year vesting requirements to equity awards, generally 3-5 years.

Design incentive compensation plans to maximize tax deductibility.

Anti-hedging and anti-pledging policies.

Maintain stock ownership guidelines for all NEOs; CEO requirement is 10x salary.

What We Don't Do

No guaranteed bonus arrangements.

No perquisites.

No tax gross-ups.

No severance agreements.

No single trigger vesting on change in control.

No pension benefits.

No hedging or pledging permitted.

No repricing of underwater stock options without stockholder approval.

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Process For Determining Executive Compensation

Compensation Philosophy. Our compensation program is designed to attract, retain and motivate our professionals, reward the achievement of business results through the delivery of competitive pay and incentive programs and align the aggregate compensation of our employees with both individual and company performance.

The principles behind our approach to compensation include:

Principles of Compensation Policy

Alignment *Align interests between all our senior professionals (including our named executive officers) and our stockholders*

Simplicity *Our senior professionals and our stockholders can readily calculate the costs and benefits of the compensation we provide*

Meritocracy *Our compensation methodology is seen by our senior professionals as fair and, as a result, those professionals can work together effectively in teams to better advise clients*
(within the Firm)

Effectiveness *Can attract and retain talent in a highly competitive industry*

Compensation Track Record. Using GAAP figures, we believe that we have had the lowest compensation ratio (total revenues divided by total compensation expense) among publicly traded independent investment banking firms in every year since our 2004 initial public offering through 2014, with our absolute compensation ratio ranging from 54% to 56% over the last three years, depending on our financial performance. We intend to reduce this ratio over time toward our target of achieving a 50% compensation ratio each year, subject to balancing this target against our objective of retaining our key performers and compensating them competitively.

Compensation Process. The Compensation Committee, which consists entirely of independent outside directors, has the overall responsibility for evaluating and approving our executive officer base salary, annual and long-term incentive compensation, and other compensation plans, policies and programs. The Compensation Committee maintains a dialogue with our management regarding compensation, industry practices and the contributions of individual executives, all of which are taken into account in determining compensation. Scott Bok, our Chief Executive Officer, after consulting with other key executives, makes recommendations to the Compensation Committee regarding both the form and amount of base salary and annual and long-term incentive compensation for each named executive officer and other senior professional each year. In preparation for making such recommendations, our management reviews information from a variety of sources regarding compensation levels at our peers. The Compensation Committee, in approving annual and long-term incentive compensation, is also aware of

the amounts of compensation previously awarded to the executive officers and their level of stock and RSU ownership.

Annual incentive compensation awards and long-term incentive compensation awards are granted once at the beginning of each calendar year in respect of performance for the preceding year. The purpose of the annual and long-term awards is both to reward our professionals for their contribution to our business in the preceding year and to encourage the long-term retention of those professionals.

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In making its final determinations, our Compensation Committee evaluates the Firm's financial results and strategic development, as measured by revenue growth, pre-tax profit margin, and return of capital to stockholders. With a view toward its objective of achieving total compensation expense of 50 percent of total revenue in any given year, the Compensation Committee determines the compensation ratio in consultation with management based on such factors as the amount of revenues, the amount of base compensation and benefits, amortization of RSUs and other compensation payments, projected compensation requirements and the amount of other costs and expenses.

In approving compensation decisions with respect to 2015, our Compensation Committee considered a variety of factors, including the following: (i) the Firm's total revenues declined 5% versus the prior year; (ii) the Firm had increases in both the number of announced deals and total deal volume, with the revenue outcome largely due to the timing of transaction closings, (iii) the Firm again achieved its long-term objective of maintaining a strong dividend; (iv) the Firm's pretax profit margin was 17%, which is below our historic levels; and (v) the Firm's share price fell 34% over the course of the calendar year. The Compensation Committee also took note, with respect to those named executive officers who are actively involved in advising clients and generating revenue (our Chief Executive Officer, Presidents and Chief Financial Officer), of their individual contributions to building client relationships, winning assignments, executing transactions and generating revenue for the Firm.

With respect to our Chief Executive Officer, in particular, the Compensation Committee determined his compensation on the merits of his performance as an investment banker and as an executive in relation to the Firm's overall results. The Compensation Committee noted that, with respect to his management responsibilities, Mr. Bok led the Firm's successful acquisition of Cogent Partners and played an instrumental role in managing the Firm's cost structure such that it again achieved a leading profit margin among our peers and maintained its strong dividend. In addition, the Compensation Committee noted that Mr. Bok has continued to maintain strong and productive relationships with the Firm's regional and industry sector leaders around the world, as well as with stockholders, investment analysts, the press and other relevant constituencies. With respect to his client responsibilities, the Compensation Committee noted that Mr. Bok had initiated and led the Firm's efforts on some of its most important announced transactions for clients in 2015, and that he played an active role in assisting many of our senior professionals around the world in advancing their client relationships, winning assignments and executing transactions. In addition to the foregoing factors regarding Mr. Bok's individual performance as a professional advising Firm clients and his role as CEO in managing the Firm, in determining Mr. Bok's compensation, the Compensation Committee considered the Firm's performance in 2015 and over time, and the need to retain Mr. Bok's services as Chief Executive Officer of the Firm. In light of the Firm's overall performance in 2015, the Compensation Committee determined that an overall reduction in Mr. Bok's compensation for 2015 would be appropriate, notwithstanding his strong individual performance.

Independent Consultant. The Compensation Committee has the authority to retain and terminate a compensation consultant, and to approve the consultant's fees and all other terms of its engagement. During 2015, the Compensation Committee directly retained Compensation Advisory Partners LLC (CAP) as its independent compensation consultant. CAP assisted the Compensation Committee by preparing analyses and making recommendations to inform the Compensation Committee's decisions related to CEO compensation, in particular with regard to the new PRSU award. The Compensation

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Committee assessed the independence of CAP pursuant to SEC and NYSE rules, and concluded that no conflict of interest exists that would prevent CAP from providing independent advice to the Compensation Committee. CAP met with the Compensation Committee, and with the Committee Chair, outside the presence of management and will perform no other services for the Firm without the consent of the Chair of the Compensation Committee.

2015 Total Direct Compensation

CEO Compensation. Mr. Bok's salary was fixed at the time of our IPO in 2004 and has not increased since that time. Mr. Bok's bonus compensation has been in the form of RSUs, with no cash bonuses paid, for more than five years.

The following table shows the base salary and incentive compensation awarded to our CEO for 2015 and 2014 performance in the manner it was considered by the Compensation Committee. This table shows bonus compensation in the performance year to which it relates and, accordingly, among other things, differs from that contained in the Summary Compensation Tables.

Year	Salary	Cash Bonus	Deferred RSUs	Total Annual Pay	Year-over-Year Change
2015	\$600,000	\$0	\$1,899,000	\$2,499,000	-23%
2014	\$600,000	\$0	\$2,649,000	\$3,249,000	

The RSUs awarded to Mr. Bok for his fiscal 2014 bonus, at grant (on February 9, 2015), were valued at \$2,649,000. One year after grant, well before any of these RSUs had vested, the RSUs had decreased in value -35.2% to \$1,715,726. Providing Mr. Bok's bonus in equity rather than cash directly aligned nearly all of his compensation with the interests of our stockholders.

Compensation of Other Named Executive Officers. With respect to the compensation of our other named executive officers, as set forth below, Mr. Bok's recommendations to the Compensation Committee focused on the relative importance of the roles played by such officers and their overall contributions to the Firm, including, where relevant, their roles in developing client relationships, executing client engagements and generating revenue and, in all cases, the complexity and difficulty of the leadership and administrative roles played by such officer, as well as the importance of retaining such officer.

Mr. Costantino. In recommending annual incentive compensation for Mr. Costantino, Mr. Bok considered Mr. Costantino's role as a senior banker developing key client relationships, executing client engagements and generating revenue, while also playing a senior management and leadership role within the Firm, both as Co-Head of the Firm's Australia business and as President of the Firm after his appointment to such position in July 2015. As President, Mr. Costantino plays a central role in managing key client relationships, in monitoring business activity across the Firm, in managing Firm personnel, in recruiting new talent to the Firm and in pursuing new strategic opportunities for the Firm. The Compensation Committee approved the following incentive compensation for Mr. Costantino for his performance in 2015: a cash award of \$100,000 and an RSU award valued at \$1,099,000, which RSU award constituted approximately 62% of Mr. Costantino's total compensation for 2015.

Mr. Wyles. In recommending annual incentive compensation for Mr. Wyles, Mr. Bok considered Mr. Wyles' role as a senior banker developing key client relationships, executing client engagements and generating revenue, while also playing a senior management and leadership role within the Firm, both as Co-Head of the Firm's European business and as President of the Firm after his appointment to such position in July 2015. As President, Mr. Wyles plays a central role in managing key client relationships, in monitoring business activity across the Firm, in managing Firm

personnel, in recruiting new talent to the Firm and in pursuing new strategic opportunities for the Firm. The Compensation Committee approved the following incentive compensation for Mr. Wyles for his performance in 2015: a cash award of \$358,017 and an RSU award valued at \$1,902,857, which RSU award constituted approximately 61% of Mr. Wyles' total compensation for 2015.

Mr. Grubb. In recommending annual incentive compensation for Mr. Grubb, Mr. Bok considered Mr. Grubb's roles as the Firm's Chief Financial Officer, as the Firm's primary spokesman with stockholders and prospective investors, and as a senior banker within the Firm's corporate advisory business, where he now holds the additional title of Co-Head of U.S. M&A. In particular, he considered Mr. Grubb's role in developing key client relationships, executing client engagements and generating revenue, alongside his management and administrative responsibilities. The Compensation Committee approved the following incentive compensation for Mr. Grubb for his performance in 2015: an RSU award valued at \$1,099,000, which constituted approximately 66% of Mr. Grubb's total compensation for 2015.

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Mr. Rodriguez. In recommending annual incentive compensation for Mr. Rodriguez, Mr. Bok considered the various roles that Mr. Rodriguez performs for the Firm, including as Chief Operating Officer and Chief Compliance Officer. Among other things, he considered Mr. Rodriguez's responsibility for corporate finance and accounting at the Firm, managing the Firm's expenses apart from compensation, ongoing management and oversight of the operating risks of the business, and establishing and implementing uniform internal policies within the Firm, as well as his role in the acquisition and successful integration of Cogent Partners. The Compensation Committee approved the following incentive compensation for Mr. Rodriguez for his performance in 2015: an RSU award valued at \$1,049,000, which constituted approximately 57% of Mr. Rodriguez's total compensation for 2015.

Ms. Moran. In recommending annual incentive compensation for Ms. Moran, Mr. Bok considered Ms. Moran's role as the Firm's Chief Legal Officer and Secretary, and her responsibility for overseeing global legal matters at the Firm. Among other things, he considered Ms. Moran's responsibility for advising the Firm's professionals on client engagements, design and implementation of uniform internal policies with regard to legal matters, and overall contribution to the management team. Mr. Bok further noted that, in her role as Secretary, Ms. Moran has responsibility for coordinating and managing the Firm's Board of Director and committee meetings and providing advice and guidance to the Board of Directors and management on matters of corporate governance. Mr. Bok further considered the terms of the offer letter given to Ms. Moran when she joined the Firm in 2014, which provides that she will receive an aggregate amount of base salary, cash bonus and RSUs for the year 2015 of not less than \$1,600,000, with not more than half of her total compensation in the form of RSUs. The Compensation Committee approved the following incentive compensation for Ms. Moran for her performance in 2015: a cash award of \$199,500, and an RSU award valued at \$800,500, which RSU award constituted approximately 49% of Ms. Moran's total compensation for 2015.

Peer Groups - Relative Performance and Pay Levels/Practices

Competition for Talent. We operate in a highly competitive industry, where individual investment bankers can have a significant impact on both near- and long-term revenue and on their employer's reputation. Our competitors for talent, as well as for clients, fall largely into four categories: large global banks, large regional banks, publicly listed independent investment banking firms and closely held boutique firms.

Relative Performance. When reviewing relative performance, we generally reference other public, independent investment banks: Lazard, Evercore Partners, Moelis & Company and, commencing in 2015, PJT Partners and Houlihan Lokey.

Relative Pay Levels/Practices. During 2015, the Compensation Committee, working with management, developed a group of peer companies which it believes provides a meaningful gauge of current pay practices and levels, as well as overall compensation trends: Lazard, Evercore Partners, Moelis & Company, PJT Partners, Houlihan Lokey, Stifel Financial Corp., and Cowen Group. The Compensation Committee did not target compensation at a particular level relative to the peer group (or relevant subset of the group). To the extent investors use a peer group for the Firm to benchmark pay levels or pay practices, we believe this is a reasonable group of companies, considering size and business model.

Table of Contents**What's New For 2016**

New Component to CEO Compensation. Our Compensation Committee, in consultation with CAP, introduced performance-based restricted stock awards, or PRSUs, as part of our CEO's long-term incentive compensation beginning in 2016. In designing the PRSU award, the Compensation Committee targeted performance goals that would both advance our business objectives and be responsive to stockholder feedback. The PRSUs tie compensation outcomes for our CEO from 2016 to 2018 to multi-year revenue, pre-tax profit and total stockholder return (TSR) goals, each equally weighted, as specifically described below. We believe these three-year goals are rigorous.

2016-2018 Performance Period	Average Annual Revenue as		Total Stockholder Return
	a Multiple of 2015	Pre-Tax Margin	(CAGR)
Threshold Goal			
(Payout Factor = 50%)	1.1x	22.0%	10.0%
Target Goal			
(Payout Factor = 100%)	1.15x	25.0%	15.0%
Upside Goal			
(Payout Factor = 200%)	1.2x	26.0%	20.0%
Maximum Goal			
(Payout Factor = 250%)	1.25x	28.0%	25.0%

The Compensation Committee awarded Mr. Bok 115,473 PRSUs (at target performance level). Any compensation ultimately earned for this award will be based on performance during 2016, 2017 and 2018. In measuring the achievement against the goals for each performance metric and calculating the related payout factors, achievement will be linearly interpolated between the percentages set forth in the table above based on actual results as determined and certified by the Compensation Committee. If the achievement of a performance metric is below the threshold goal, the payout factor for such performance metric will be 0%. The maximum payout under the award is 250% x 115,473, or 288,683 PRSUs.

We selected these three performance metrics based upon the importance placed on these metrics by our stockholders, and the importance our business and industry places on top line revenues and pre-tax margin. In addition, we believe there is balance among these measures, i.e., a top line metric (revenue/growth), a bottom line metric (profitability), and a market return metric (TSR). In setting these performance goals, the Compensation Committee considered stockholder communications, as well as input from both the CEO and CAP. The goals were tested against retrospective results, and reviewed against our prospective business objectives and industry expectations.

Other Compensation Program and Governance Features

No Guarantees. We historically have had a "no guarantees" policy (with exceptions only for the initial period of employment of newly recruited named executive officers and other senior professionals) and no contractual entitlement to severance. To provide further flexibility with respect to employment and compensation matters, we

historically have maintained a flexible termination practice with no contractual rights to continued employment (other than for a brief notice period) and no contractual right to severance upon termination.

Clawbacks. The Compensation Committee, in cases where it reasonably determines to be appropriate (not only in cases of narrowly defined actions by the named executive officer or employee that would constitute cause for termination), has discretion to cancel all unvested RSUs upon termination of a named executive officer or employee. Because a significant portion of compensation to named executive officers and other senior professionals is in the form of RSUs, the Compensation Committee effectively has the ability to terminate unvested RSUs and thereby clawback a significant portion of all compensation awarded to an individual in the prior five years.

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Executive Stock Ownership Guidelines. In order to further support the alignment of interests between our named executive officers and our stockholders, in 2014 we adopted stock ownership guidelines for our named executive officers. The guidelines require that executives attain a specified level of ownership of the Firm's securities equal in value to a multiple of base salary within the later of five years of the executive's appointment to their role or the applicability of these guidelines:

CEO - 10x base salary

Other Named Executive Officers - 3x base salary

The Compensation Committee reviews the ownership level for covered executives each year, using a twelve month average stock price. As of the 2015 measurement of ownership, all NEOs were in compliance with the guidelines. Scott Bok, our Chief Executive Officer, holds Firm common stock and RSUs with a value that significantly exceeds his requirement. Securities, for purposes of the stock ownership guidelines, includes shares of common stock or other securities of the Firm, RSUs, stock options or other stock-linked equity awards, held directly or indirectly, whether vested or unvested.

Anti-Hedging and Anti-Pledging Policies. Our executive officers and directors are prohibited from hedging or otherwise disposing of the economic risk of ownership of any of our securities owned by them through short sales, option transactions or other derivative instruments, and may not purchase any of our securities on margin, borrow against any account in which our securities are held or otherwise pledge any company securities as collateral.

Tax Deductibility of Compensation. Section 162(m) of the Internal Revenue Code limits deductions for non-performance-based annual compensation in excess of \$1.0 million paid to certain executive officers. Our policy is to generally maximize the tax deductibility of compensation payments to our executive officers. We may, however, authorize payments to executive officers that may not be fully deductible if we believe that such payments are in our stockholders' interests.

Accounting Implications. We account for stock-based compensation in accordance with the requirements of FASB Accounting Standards Codification (ASC) Topic 718. In designing our compensation and benefit programs, we review and consider the accounting implications of our decisions, including the accounting treatment of amounts awarded or paid to our executives.

Risk Related to Compensation Policies. Our Firm-wide year-end discretionary compensation program is designed to reflect the performance of the Firm and the performance of the individual employee, and we believe its design discourages excessive risk taking. For example, paying a significant portion of our year-end compensation in the form of RSUs and, commencing in 2016 with respect to our CEO, PRSUs, with multi-year vesting periods makes or should make each of our senior professionals sensitive to long-term risk outcomes, as the value of their awards increase or decrease with the price of our common stock. Our named executive officers are prohibited from hedging or pledging their stock and are subject to stock ownership requirements. We believe these criteria will provide our employees additional incentives to prudently manage the range of risks inherent in our business. Based on this, we do not believe that our compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Firm.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors of Greenhill has reviewed and discussed with management the Compensation Discussion and Analysis as required by Item 402(b) of Regulation S-K. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in our annual report on Form 10-K and in this proxy statement.

Compensation Committee of the Board of Directors of Greenhill & Co., Inc.

Steven F. Goldstone, Chairman

Stephen L. Key

Robert T. Blakely

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EXECUTIVE COMPENSATION TABLES

2015 Summary Compensation Table (1)

Name	Year	Salary	Bonus		Stock Awards (2)	Non-Equity Incentive Plan Compensation	All Other Compensation		Total
Scott L. Bok <i>Chief Executive Officer</i>	2015	\$600,000	\$		\$2,649,000	\$	\$498,358	(13)	\$3,747,358
	2014	600,000			2,499,000		497,732	(14)	\$3,596,732
	2013	600,000			2,899,000		592,450	(15)	4,091,450
Kevin M. Costantino (3) <i>President</i>	2015	500,000	100,000	(7)	620,000		69,589	(16)	1,289,589
	2014	464,913			824,000	175,915	48,183	(17)	1,513,011
	2013	375,000			360,000		24,976	(18)	759,976
David A. Wyles (4) <i>President</i>	2015	577,735	358,017	(8)	2,800,000		303,761	(19)	4,039,513
	2014	619,162			2,476,097		206,263	(20)	3,301,522
	2013	602,403			1,117,640		163,826	(21)	1,883,869
Christopher T. Grubb (5) <i>Chief Financial Officer</i>	2015	500,000			600,000		62,555	(22)	1,162,555
	2014	500,000			764,000	99,000	40,829	(23)	1,403,829
	2013	235,000			210,000		18,068	(24)	463,068
Patricia Moran (6) <i>Chief Legal Officer and Secretary</i>	2015	600,000	199,500	(9)	460,000		40,672	(25)	1,300,172
	2014	429,615	259,385	(10)	500,000		10,137	(26)	1,199,137
Harold J. Rodriguez, Jr. <i>Chief Operating Officer</i>	2015	600,000			1,049,000		179,823	(27)	1,828,823
	2014	600,000			999,000		130,454	(28)	1,729,454
	2013	600,000			999,000		110,202	(29)	1,709,202

- (1) Our named executive officers for 2015 are Messrs. Bok, Costantino, Wyles, Grubb and Rodriguez and Ms. Moran.
- (2) These amounts reflect the aggregate grant date fair value determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 of awards made pursuant to our Equity Incentive Plan in the referenced fiscal year. See footnotes 2 (Summary of Significant Accounting Policies) and 12 (Restricted Stock Units) to our financial statements for the year ended December 31, 2015 included in our Form 10-K filed with the Securities and Exchange Commission. In addition, on January 27, 2016, the named executive officers were granted additional awards of RSUs under our Equity Incentive Plan in respect of 2015 performance as follows: Mr. Bok, 87,714 RSUs; Mr. Costantino, 50,762 RSUs; Mr. Wyles, 87,892 RSUs; Mr. Grubb, 50,762 RSUs; Ms. Moran, 36,975 RSUs; and Mr. Rodriguez, 48,453 RSUs. Mr. Bok's awards will vest fully on January 1, 2019. With respect to Mr. Costantino's awards, 13,857 of his RSUs will vest fully on January 1, 2021 and 36,905 of his RSUs will vest ratably over five years, with 20% vesting on January 1 of each of 2017, 2018, 2019, 2020 and 2021. With respect to Mr. Grubb's awards, 13,857 of his RSUs will vest fully on

January 1, 2021 and 36,905 of his RSUs will vest ratably over five years, with 20% vesting on January 1 of each of 2017, 2018, 2019, 2020 and 2021. With respect to Mr. Rodriguez's awards, 13,857 of his RSUs will vest fully on January 1, 2021 and 34,596 of his RSUs will vest ratably over five years, with 20% vesting on January 1 of each of 2017, 2018, 2019, 2020 and 2021. Ms. Moran's and Mr. Wyles's awards will vest ratably over five years, with 20% vesting on January 1 of each of 2017, 2018, 2019, 2020 and 2021. In addition, on January 27, 2016, Mr. Bok was granted 115,473 Performance-Based Restricted Stock Units (PRSUs) in respect of 2015 performance. See Compensation Discussion and Analysis above for more information regarding the PRSUs.

- (3) Mr. Costantino was appointed President effective as of July 23, 2015.
- (4) Mr. Wyles was appointed President effective as of July 23, 2015.
- (5) Mr. Grubb was appointed as our Chief Financial Officer effective as of May 1, 2012 and was promoted to Managing Director effective as of January 1, 2014. In connection with his promotion, his annual base salary increased to \$500,000 in 2014.
- (6) Ms. Moran joined our Company and was appointed our Chief Legal Officer and Secretary effective as of April 14, 2014.
- (7) This amount reflects the cash bonus awarded to Mr. Costantino in 2015 in respect of 2015 performance.
- (8) This amount reflects the cash bonus awarded to Mr. Wyles in 2015 in respect of 2015 performance.
- (9) This amount reflects the cash bonus awarded to Ms. Moran in respect of 2015 performance, pursuant to the terms of her offer letter.

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- (10) This amount reflects the cash bonus awarded to Ms. Moran in respect of 2014 performance, pursuant to the terms of her offer letter.
- (11) This amount reflects the cash bonus awarded to Mr. Costantino in 2015 in respect of 2014 performance.
- (12) This amount reflects the cash bonus awarded to Mr. Grubb in 2015 in respect of 2014 performance.
- (13) Consists of \$497,358 in dividend equivalent payments made in respect of unvested RSUs (Dividend Equivalent Payments) and \$1,000 in a matching contribution to Mr. Bok s 401(k) Profit Sharing Plan.
- (14) Consists of \$496,732 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Bok s 401(k) Profit Sharing Plan.
- (15) Consists of \$461,293 in Dividend Equivalent Payments, \$130,058 in cash distributed in respect of profit overrides awarded in prior years on investments made by Greenhill Capital Partners I (Profit Overrides) and \$1,000 in a matching contribution to Mr. Bok s 401(k) Profit Sharing Plan.
- (16) Consists of \$68,589 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Costantino s 401(k) Profit Sharing Plan.
- (17) Consists of \$47,183 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Costantino s 401(k) Profit Sharing Plan.
- (18) Consists of \$23,976 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Costantino s 401(k) Profit Sharing Plan.
- (19) Consists of \$284,353 in Dividend Equivalent Payments and \$19,408 in employer contributions to Mr. Wyles s UK Pension Plan.
- (20) Consists of \$183,442 in Dividend Equivalent Payments and \$22,821 in employer contributions to Mr. Wyles s UK Pension Plan.
- (21) Consists of \$142,326 in Dividend Equivalent Payments and \$21,500 in employer contributions to Mr. Wyles s UK Pension Plan.
- (22) Consists of \$61,555 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Grubb s 401(k) Profit Sharing Plan.
- (23) Consists of \$39,829 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Grubb s 401(k) Profit Sharing Plan.
- (24) Consists of \$17,068 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Grubb s 401(k) Profit Sharing Plan.
- (25) Consists of \$39,672 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Ms. Moran s 401(k) Profit Sharing Plan.
- (26) Consists of \$9,137 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Ms. Moran s 401(k) Profit Sharing Plan.
- (27) Consists of \$178,823 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Rodriguez s 401(k) Profit Sharing Plan.
- (28) Consists of \$129,454 in Dividend Equivalent Payments and \$1,000 in a matching contribution to Mr. Rodriguez s 401(k) Profit Sharing Plan.
- (29) Consists of \$100,051 in Dividend Equivalent Payments, \$9,151 in Profit Overrides and \$1,000 in a matching contribution to Mr. Rodriguez 401(k) Profit Sharing Plan.

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Name	Grant Date	Estimated	All Other		Grant Date
		Future Payouts Under Non-Equity Incentive Plan Awards (Target) (1)			Stock Awards; Number of Shares of Stock or Units (2)
Scott L. Bok	February 9, 2015	See Note 1	74,306	(A)	\$ 2,649,000
Kevin M. Costantino	February 9, 2015	See Note 1	17,391	(B)	620,000
David A. Wyles	February 9, 2015	See Note 1	11,921	(A)	425,000
David A. Wyles	February 9, 2015	See Note 1	66,620	(B)	2,375,000
Christopher T. Grubb	February 9, 2015	See Note 1	16,830	(B)	600,000
Patricia Moran	February 9, 2015	See Note 1	12,903	(B)	460,000
Harold J. Rodriguez, Jr.	February 9, 2015	See Note 1	29,425	(A)	1,049,000

- (1) As described in the Compensation Discussion and Analysis above, the named executive officers are eligible for an annual incentive compensation award in the form of a cash payment. As described in the Compensation Discussion and Analysis, the actual amounts paid to our named executive officers are determined by our Compensation Committee once the available annual incentive compensation award pool is known and are subject to a percentage cap on each named executive officer's potential annual incentive compensation award which is established by the Compensation Committee at the beginning of each performance period.
- (2) These restricted stock units were granted as a part of our long-term incentive compensation program in respect of 2014 compensation. Those awards marked (A) were granted on February 9, 2015 and will vest 100% on January 1, 2020. Those awards marked (B) were granted on February 9, 2015 and vested as to 20% of the original award on January 1, 2016, and the remainder will vest ratably on January 1 of each of 2017, 2018, 2019 and 2020. The units comprising the awards are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. See footnote 2 of the 2015 Summary Compensation Table for information on the restricted stock units granted in 2016 as part of our long-term incentive compensation program in respect of 2015 performance to the named executive officers.
- (3) These amounts reflect the grant date fair value based on a price per share of \$35.65, as determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End 2015**

Name	Number of Shares or Units of Stock That Have Not Vested (1)		Market Value of Shares or Units of Stock That Have Not Vested (2)
Scott L. Bok	41,698	(B)	\$ 1,192,980
	60,725	(D)	1,737,342
	49,269	(F)	1,409,586
	50,312	(H)	1,439,426
	74,306	(J)	2,125,895
	276,310		7,905,229
Kevin M. Costantino	881	(A)	25,205
	1,682	(C)	48,122
	3,671	(E)	105,027
	8,440	(G)	241,468
	6,040	(L)	172,804
	17,391	(I)	497,557
David A. Wyles	38,105		1,090,183
	12,209	(A)	349,299
	10,458	(C)	299,203
	5,488	(D)	157,012
	11,397	(E)	326,068
	39,881	(G)	1,140,995
	66,620	(I)	1,905,998
	11,921	(J)	341,060
157,974		4,519,636	
Christopher T. Grubb	722	(A)	20,656
	1,392	(C)	39,825
	2,142	(E)	61,283
	9,084	(G)	259,893
	4,027	(H)	115,212
	16,830	(I)	481,506
Patricia Moran	34,197		978,376
	8,122	(K)	232,370
	12,903	(I)	369,155
Harold J. Rodriguez, Jr.	21,025		601,525
	11,904	(B)	340,573
	20,926	(D)	598,693

16,978	(F)	485,741
20,113	(H)	575,433
29,425	(J)	841,849
99,346		2,842,289

- (1) The units referred to in this column are restricted stock units granted pursuant to our Equity Incentive Plan. No other types of equity awards are outstanding. Amounts are shown as of December 31, 2015. Those awards marked (A) are subject to five year pro rata vesting and became fully vested on January 1, 2016; those awards marked (B) are subject to five year cliff vesting and vested in full on January 1, 2016; those awards marked (C) are subject to five year pro rata vesting and were vested as to 60% of the original award as of December 31, 2015 with the remainder vesting ratably on January 1 of each of 2016 and 2017; those awards marked (D) are subject to five year cliff vesting and will vest in full on January 1, 2017; those awards marked (E) are subject to five year pro rata vesting and were vested as to 40% of the original award as of December 31, 2015 with the remainder vesting ratably on January 1 of each of 2016, 2017 and 2018; those awards marked (F) are subject to five year cliff vesting and will vest in full on January 1, 2018; those awards marked (G) are subject to five year pro rata vesting and were vested as to 20% of the original award as of December 31, 2015 with the remainder vesting ratably on January 1 of each of 2016, 2017, 2018 and 2019; those

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awards marked (H) are subject to five year cliff vesting and will vest in full on January 1, 2019; those awards marked (I) are subject to five year pro rata vesting and will vest ratably on January 1 of each of 2016, 2017, 2018, 2019 and 2020; those awards marked (J) are subject to five year cliff vesting that will vest in full on January 1, 2020; those awards marked (K) are subject to five year pro rata vesting and were vested as to 20% of the original award as of December 31, 2015 with the remainder vesting ratably on June 30 of each of 2016, 2017, 2018 and 2019; and those marked (L) are subject to three year cliff vesting and will vest in full on January 1, 2017. The units comprising the awards are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof.

- (2) The market value has been calculated by multiplying the number of shares underlying the award by the closing price of our common stock on December 31, 2015, \$28.61. For the purposes of this calculation, we have assumed that all conditions to the vesting of these awards will be fulfilled.

Stock Vested as of Fiscal Year End 2015

Name	Number of Shares Acquired on Vesting	Value Realized Upon Vesting (1)
Scott L. Bok	73,958	\$ 2,544,155
Kevin M. Costantino	5,499	189,166
David A. Wyles	22,479	773,278
Christopher T. Grubb	4,760	163,744
Patricia Moran	2,030	79,292
Harold J. Rodriguez, Jr.	1,998	68,731

- (1) Value realized upon vesting calculated by multiplying the number of shares acquired upon vesting at the closing market price of the shares on each vesting date.

Potential Payments upon Termination or a Change of Control

None of our named executive officers or other employees have any severance agreements or arrangements (including pursuant to the employment agreements described below). However, our Equity Incentive Plan provides that upon the (i) death, (ii) disability, (iii) retirement or (iv) termination of employment without cause (as determined by our Compensation Committee) within two years following a change of control or six months prior to a change of control if the Compensation Committee reasonably believes such termination was at the behest of an acquiring entity, any restricted stock unit previously granted will immediately become fully vested (which we refer to as the acceleration provision). The acceleration provision applies to the restricted stock units held by all of our employees. Had the acceleration provision been triggered on December 31, 2015, the value of shares of our common stock to be delivered on that date to our named executive officers would have been as follows (calculated using the closing price of our common stock on December 31, 2015 of \$28.61): Mr. Bok, \$7,905,229; Mr. Costantino, \$1,090,183; Mr. Wyles, \$4,519,636; Mr. Grubb, \$978,376; Ms. Moran, \$601,525; and Mr. Rodriguez, \$2,842,289.

Employment Agreements

The employment agreements of Messrs. Bok and Rodriguez provide that they will be paid an annual base salary of \$600,000, subject to annual review by the Compensation Committee, and that they may be awarded a bonus in an amount to be determined in the sole discretion of the Compensation Committee. These employment agreements are terminable by either party on 90 days prior written notice, with no contractual rights to severance. Mr. Costantino, Mr. Grubb, Ms. Moran and Mr. Wyles are not party to an employment agreement with us. All of our named executive officers are subject to limitations on their ability to compete with us during the term of their employment and for a three month period thereafter; they are also prohibited from soliciting certain of our employees for a period of six months following the termination of their employment.

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ITEM 3 RATIFICATION OF SELECTION OF AUDITORS

The Audit Committee of our Board of Directors has selected Ernst & Young LLP to continue to serve as our independent auditors for the year ending December 31, 2016. While it is not required to do so, our Board of Directors is submitting the selection of Ernst & Young LLP for ratification in order to ascertain the views of our stockholders on this appointment. Although the vote is non-binding, if the selection is not ratified, or even with ratification, our Audit Committee may reconsider its selection.

Representatives of Ernst & Young LLP are expected to be present at the annual meeting, will be available to answer stockholder questions and will have the opportunity to make a statement if they desire to do so.

The Board of Directors unanimously recommends that you vote FOR ratification of the selection of Ernst & Young LLP as the independent auditors of Greenhill and our subsidiaries for the year ending December 31, 2016. Proxies will be voted FOR ratifying this selection unless otherwise specified.

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AUDIT COMMITTEE REPORT AND PAYMENT OF FEES TO AUDITORS

Audit Committee Report

The Audit Committee of the Board of Directors is responsible for assisting the Board in overseeing the integrity of the financial statements of Greenhill, compliance by Greenhill with legal and regulatory requirements, and the independence and performance of Greenhill's internal and external auditors.

The consolidated financial statements of Greenhill, Inc. for the year ended December 31, 2015, were audited by Ernst & Young LLP, independent auditors for Greenhill.

As part of its activities, the Committee has:

1. Reviewed and discussed with management and the independent auditors the audited financial statements of Greenhill;
2. Discussed with the independent auditors the matters required to be communicated under Statement on Auditing Standards No. 16, *Communications with Audit Committees* (SAS 16), as amended and as adopted by the Public Company Accounting Oversight Board in Rule 3200T;
3. Received from the independent auditors written disclosures regarding the auditors' independence required by PCAOB Ethics and Independence Rule 3526, *Communications with Audit Committees Concerning Independence*; and
4. Discussed with the independent auditors, the independent auditors' independence.

Management is responsible for Greenhill's system of internal controls and the financial reporting process. Ernst & Young LLP is responsible for performing an independent audit of the consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and issuing a report thereon. Our Committee's responsibility is to monitor and oversee these processes. Based on the foregoing review and discussions and a review of the report of Ernst & Young LLP with respect to the consolidated financial statements, and relying thereon, we have recommended to Greenhill's Board of Directors the inclusion of the audited consolidated financial statements in Greenhill's Annual Report on Form 10-K for the year ended December 31, 2015, for filing with the Securities and Exchange Commission.

Audit Committee of the Board of Directors of Greenhill

Stephen L. Key, *Chairman*

Robert T. Blakely

Karen P. Robards

Auditor Fees

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Ernst & Young LLP served as our principal auditors for 2015. The following table presents fees for professional audit services for the audit of our annual consolidated financial statements for fiscal years 2014 and 2015 as well as fees for the review of our interim consolidated financial statements for each quarter in fiscal years 2014 and 2015 and for all other services performed for fiscal years 2014 and 2015 by Ernst & Young LLP.

	2014	2015
Audit Fees	\$ 1,134,294	\$ 1,292,094
Audit-Related Fees		
Tax Fees		
All Other Fees	17,400	58,185

Audit fees includes statutory audits of our operating subsidiaries in multiple international jurisdictions. Audit-related fees are fees for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and internal control over financial reporting. Tax fees are fees for tax compliance, tax advice and tax planning, and all other fees are fees for any services not included in the other categories.

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Auditor Services Pre-Approval Policy

The Audit Committee has adopted an auditor services pre-approval policy applicable to services performed for us by our independent auditors. In accordance with this policy, the Committee's practice is to approve annually all audit services and, on a case-by-case basis, recurring permissible non-audit services to be provided by the independent auditors during the fiscal year. The Audit Committee reviews each non-audit service to be provided and assesses the impact of the service on the auditor's independence. In addition, the Audit Committee may pre-approve other non-audit services during the year on a case-by-case basis, and delegate authority to grant such pre-approvals during the year to the chairperson of the Audit Committee, so long as the chairperson informs the Audit Committee at its next scheduled meeting.

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STOCKHOLDER PROPOSALS FOR THE 2017 ANNUAL MEETING

In order for a stockholder proposal to be considered for inclusion in our proxy statement for the 2017 Annual Meeting of stockholders, the written proposal must be received at our principal executive offices at 300 Park Avenue, New York, New York 10022, Attention: Secretary, on or before February 17, 2017. The proposal must comply with Securities and Exchange Commission regulations regarding the inclusion of stockholder proposals in company-sponsored proxy materials.

Under our bylaws, director nominations or other business that is not submitted for inclusion in next year's proxy statement under SEC Rule 14a-8, but is instead sought to be presented directly at the 2017 Annual Meeting, must be received (A) no earlier than March 31, 2017 and no later than April 30, 2017 or (B) in the event that our 2017 Annual Meeting of stockholders is held prior to June 29, 2017 or after October 7, 2017, notice by the stockholder must be so received no earlier than the 120th day prior to such Annual Meeting and no later than the close of business on the later of the 90th day prior to such Annual Meeting or the 10th day following the day on which public announcement of the date of the Annual Meeting is first made, and, in each case, must include all of the requirements pursuant to our bylaws. Written notice must be delivered to the Secretary within these deadlines.

AVAILABLE INFORMATION

Our 2015 Annual Report to Stockholders and our Form 10-K, including financial statements for the year ended December 31, 2015, accompany this proxy statement. Stockholders who wish to obtain an additional copy of our Annual Report and/or a copy of the Form 10-K filed with the SEC for the year ended December 31, 2015 or a copy of any of the charters of our Audit Committee, Compensation Committee or Nominating and Governance Committee, our Corporate Governance Guidelines, Related Person Transaction Policy or Code of Business Conduct and Ethics, may do so without charge by viewing these documents on our website at www.greenhill.com or by writing to Greenhill, Attention: Investor Relations, 300 Park Avenue, New York, New York 10022.

OTHER MATTERS

We do not know of any other matters that may be presented for consideration at the annual meeting. If any other business does properly come before the annual meeting, the persons named as proxies on the enclosed proxy card will vote as they deem in the best interests of Greenhill.

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