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## Section 1: 8-K (8-K)

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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of Earliest Event Reported): **December 14, 2018**

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**MOELIS & COMPANY**

(Exact name of registrant as specified in its charter)

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

**001-36418**  
(Commission  
File Number)

**46-4500216**  
(IRS Employer  
Identification No.)

**399 Park Avenue, 5th Floor**  
**New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip Code)

Registrant's telephone number, including area code **(212) 883-3800**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Item 7.01 Regulation FD Disclosure**

(a) On December 14, 2018, Dr. Yvonne Greenstreet provided notice of her resignation to the Board of Directors of Moelis & Company (the “Company”) effective December 31, 2018. Dr. Greenstreet’s decision to resign from the Board was not due to any disagreement with the Company’s management or the Board.

(b) On December 18, 2018, the Board of Directors elected Yolonda C. Richardson as a director of the Company and a member of the Board’s audit and compensation committees. Ms. Richardson will begin her term on January 1, 2019. The Board has determined that Ms. Richardson is “independent” as that term is defined under the NYSE listing rules for purposes of serving on the Board and committees and that she also satisfies the independence criteria set forth in Rule 10A-3 of the Securities Exchange Act, as amended, for purposes of serving as an independent director on the audit committee.

With the addition of Ms. Richardson to the audit committee, the Company will continue to have three independent directors on its audit committee and one member has accounting or related financial management expertise, as the Board interprets such qualifications in its business judgment, in compliance with Section 303A.07(a) of the New York Stock Exchange corporate governance standards.

As a non-employee director of the Company, Ms. Richardson will be eligible to receive annual compensation of \$110,000 (comprised of \$70,000 in either cash or shares of Class A common stock or a combination of both at her option, and \$40,000 in the form of Restricted Stock Units which vest upon grant and are settled following the second anniversary of grant (except for the initial grant which will be settled no later than 60 days from July 1, 2020). Additionally, as an audit committee member, she will be eligible to receive compensation of \$10,000 annually. The Company also reimburses non-employee directors for expenses incurred in connection with attending Board and committee meetings. In addition, Ms. Richardson and the Company have entered into an indemnification agreement substantially in the form attached as Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333- 200035) filed by the Company with the Securities and Exchange Commission on November 10, 2014.

On December 19, 2018, the Company issued a press release announcing the election of Ms. Richardson to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release of Moelis & Company dated December 19, 2018.

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press release of Moelis & Company dated December 19, 2018.

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## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOELIS & COMPANY

By: /s/ Osamu Watanabe

Name: Osamu Watanabe

Title: General Counsel and Secretary

Date: December 19, 2018

[\(Back To Top\)](#)

## Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



### **Yolonda Richardson Appointed as an Independent Member of the Moelis & Company Board of Directors**

*New York, December 19, 2018:* Moelis & Company (NYSE: MC), a leading global independent investment bank, today announced the appointment of Yolonda Richardson as an independent member of its Board of Directors. Ms. Richardson's term will begin on January 1, 2019.

Ms. Richardson is an expert on gender and international development, global health, U.S. philanthropy and Corporate Social Responsibility. She is currently the Executive Vice President of Global Programs for the Campaign for Tobacco Free Kids and the Global Health Advocacy Incubator, where she leads several initiatives in global health.

"Yolonda brings a unique perspective to our Board, having spent a majority of her career advising corporate boards, management teams, nonprofits, NGOs, and other organizations on designing, implementing, and evaluating large-scale and complex initiatives," said Ken Moelis, Chairman and CEO of Moelis & Company. "She has had tremendous success driving progress within organizations and building and leading projects on a global scale. We look forward to having Yolonda join our Board of Directors."

Ms. Richardson replaces Dr. Yvonne Greenstreet, who after nearly four years is stepping down from the Moelis & Company Board of Directors effective December 31, 2018 to spend more time on her current full-time responsibilities.

"Yvonne joined our Board of Directors less than a year after our IPO and has consistently been an important, independent voice through four years of significant growth. We thank her for her many contributions and wish her well," Mr. Moelis said.

Prior to Ms. Richardson's work at the Campaign for Tobacco Free Kids, she served as the President and Founder of Richardson Consulting, a managing consulting firm specialized in providing senior level strategic support and expertise to nonprofits, foundations, corporate philanthropies, and global development agencies. She also served as President and CEO of the Centre for Development and Population Activities (CEDPA), an organization dedicated to the advancement of women's rights and improving women's access to healthcare. Ms. Richardson was the former Special Counsel for the African Development Foundation, a government-funded granting agency that provides financial support to African NGOs and small businesses to enhance the engagement of the poor in the development of their countries. As the Senior Vice President of Africare, she designed and implemented more than 150 rural development projects throughout Africa focused on community health, agriculture, and democracy and governance. She began her focus on Africa during her ten years at the Carnegie Corporation of New York where she managed an international grant program focused on improving women's health programs and promoting equality in Africa.

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Ms. Richardson started her career on Wall Street as a corporate attorney at Cahill Gordon & Reindel. She is a member of the New York State Bar and the Council on Foreign Relations.

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#### **About Moelis & Company**

Moelis & Company is a leading global independent investment bank that provides innovative strategic advice and solutions to a diverse client base, including corporations, governments and financial sponsors. The Firm assists its clients in achieving their strategic goals by offering comprehensive integrated financial advisory services across all major industry sectors. Moelis & Company's experienced professionals advise clients on their most critical decisions, including mergers and acquisitions, recapitalizations and restructurings, capital markets transactions, and other corporate finance matters. The Firm serves its clients from 19 geographic locations in North and South America, Europe, the Middle East, Asia and Australia. For further information, please visit: [www.moelis.com](http://www.moelis.com) or follow us on Twitter [@Moelis](https://twitter.com/Moelis).

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[\(Back To Top\)](#)