
Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on February 27, 2019

Registration No. 333-

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

MOELIS & COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-4500216
(I.R.S. Employer
Identification No.)

**399 Park Avenue, 5th Floor
New York, New York 10022**
(Address of Principal Executive Offices)

MOELIS & COMPANY 2014 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

Osamu R. Watanabe Esq.
General Counsel and Secretary
Moelis & Company
399 Park Avenue, 5th Floor
New York, New York 10022
(212) 883-3800
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class A common stock, par value \$0.01 per share	3,582,090	\$45.19(2)	\$ 161,874,647.00	\$ 19,619.21

- (1) This registration statement covers (i) 3,582,090 shares of Class A common stock, par value \$0.01, of the Company (“Class A Common Stock”) that may be issued under the Moelis & Company 2014 Omnibus Incentive Plan (the “Plan”) and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), an indeterminate number of additional shares that may become issuable under the terms of the Plan by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Company’s receipt of consideration which results in an increase in the number of the outstanding shares of Class A Common Stock.
- (2) Calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act based on a price of \$45.19 per share, which is the average of the high and low price per share as reported by The New York Stock Exchange on February 25, 2019.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,582,090 shares of Class A common stock, par value \$ 0.01 per share (the “Class A Common Stock”), of Moelis & Company (the “Company”) reserved for issuance under the Moelis & Company 2014 Omnibus Incentive Plan (the “Plan”). These shares of Class A Common Stock are additional securities of the same class as other securities for which a registration statement (File No. 333-197955) on Form S-8 was filed with the Securities and Exchange Commission (the “SEC”) on August 8, 2014, a registration statement (File No. 333-202355) on Form S-8 was filed with the SEC on February 27, 2015, a registration statement (File No. 333-210179) on Form S-8 was filed with the SEC on March 13, 2016, a registration statement (File No. 333-216339) on Form S-8 was filed with the SEC on February 28, 2017, a registration statement (File No. 333-223323) on Form S-8 was filed with the SEC on February 28, 2018. These additional shares of Class A Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provision of the Plan, which provides that the total number of shares reserved for issuance under the Plan will be increased on the first day of each fiscal year pursuant to a specified formula.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the SEC pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in this registration statement:

- (a) The description of the Class A common stock contained in the registration statement on Form 8-A, dated April 11, 2014, filed to register such securities under the Exchange Act, including any amendment or report filed for the purpose of updating such description; and
- (b) The Company’s Annual Report on Form 10-K, filed on February 27, 2019;

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this registration statement, modifies or supersedes such prior statement. Any statement contained in this registration statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 5. Interests of Named Experts and Counsel.

The legality of the shares of Class A Common Stock offered hereby has been passed upon for the Company by Osamu Watanabe, General Counsel and Secretary of the Company. As of February 26, 2019, Mr. Watanabe beneficially owned (i) 131 shares of Class A Common Stock, (ii) 60,312.27 restricted stock units (representing the right to receive Class A Common Stock upon settlement), (iii) options to acquire 25,776 shares of Class A Common Stock and (iv) 28,543 Class A partnership units of Moelis & Company Group LP, a subsidiary of the Company.

Item 8. Exhibits.

The list of exhibits is set forth under “Exhibit Index” at the end of this registration statement and is incorporated herein by reference.

INDEX OF EXHIBITS

Exhibit No.	Description
5.1	<u>Opinion of Osamu Watanabe, General Counsel & Secretary</u>
23.1	Consent of Deloitte & Touche LLP, independent registered public accountants

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this day of February 27, 2019.

MOELIS & COMPANY

By: /s/ Kenneth Moelis

Name: Kenneth Moelis

Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Kenneth Moelis, Elizabeth Crain, Joseph Simon and Osamu Watanabe, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kenneth Moelis</u> Kenneth Moelis	Chairman and Chief Executive Officer (Principal Executive Officer)	February 27, 2019
<u>/s/ Joseph Simon</u> Joseph Simon	Chief Financial Officer (Principal Financial Officer)	February 27, 2019
<u>/s/ Chris Callesano</u> Chris Callesano	Principal Accounting Officer	February 27, 2019
<u>/s/ Navid Mahmoodzadegan</u> Navid Mahmoodzadegan	Director	February 27, 2019
<u>/s/ Jeffrey Raich</u> Jeffrey Raich	Director	February 27, 2019
<u>/s/ Eric Cantor</u> Eric Cantor	Director	February 27, 2019
<u>/s/ Elizabeth Crain</u> Elizabeth Crain	Director	February 27, 2019
<u>/s/ John A. Allison</u> John A. Allison	Director	February 27, 2019
<u>/s/ Yolonda Richardson</u> Yolonda Richardson	Director	February 27, 2019
<u>/s/ Kenneth L. Shropshire</u> Kenneth L. Shropshire	Director	February 27, 2019

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

MOELIS & COMPANY

February 27, 2019

Moelis & Company
399 Park Avenue, 5th Floor
New York, New York 10022

Re: Moelis & Company Registration Statement on Form S-8

Ladies and Gentlemen:

I am the General Counsel and Secretary of Moelis & Company, a Delaware corporation (the "Company"). This opinion is being provided in connection with the Registration Statement on Form S-8 of the Company (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on the date hereof, relating to the registration of up to 3,582,090 additional shares of Class A common stock, par value \$0.01 per share, of the Company (the "Shares") that may be issued under the Moelis & Company 2014 Omnibus Incentive Plan (the "Plan"). The Company filed with the Commission a Registration Statement on Form S-8 to register 8,142,983 shares under the Plan on August 8, 2014 (the "2014 Registration Statement"), a post-effective amendment Registration Statement on Form S-8 to register 5,533,153 shares under the Plan on February 27, 2015, post-effective amendment Registration Statement on Form S-8 to register 2,613,787 shares under the Plan on March 13, 2016 (the "2016 Registration Statement"), post-effective amendment Registration Statement on Form S-8 to register 3,578,185 shares under the Plan on February 28, 2017 and post-effective amendment Registration Statement on Form S-8 to register 3,718,534 shares under the Plan on February 28, 2018 (the "2018 Registration Statement", together with the 2017 Registration Statement, 2016 Registration Statement, 2015 Registration Statement and 2014 Registration Statements, the "Existing Registration Statements").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations under the Securities Act.

In rendering the opinion set forth herein, I have examined originals or copies, certified or otherwise identified to my satisfaction, of the following: (i) the Registration Statement in the form to be filed with the Commission on the date hereof; (ii) the Existing Registration Statements; (iii) the Plan; (iv) the Amended and Restated Certificate of Incorporation of the Company, as amended to date and currently in effect; (v) the Amended and Restated Bylaws of the Company, as amended to date and currently in effect; (vi) certain resolutions of the Board of Directors of the Company relating to the approval of the Plan, the filing of the Registration Statement and the Existing Registration Statements and certain related matters; and (vii) certain resolutions of the stockholders of the Company relating to the Plan. I also have examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as I have deemed necessary or appropriate as a basis for the opinion set forth below.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making my examination of executed documents, I have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

In rendering the opinion stated herein, I have also assumed that (i) the issuance of the Shares will be properly recorded in the books and records of the Company and (ii) each award agreement under which options, restricted stock, restricted stock units or other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto.

I do not express any opinion with respect to the law of any jurisdiction other than Delaware corporate law (including, to the extent applicable, the Delaware constitution and judicial decisions).

Based upon the foregoing and subject to the foregoing, I am of the opinion that the Shares have been duly authorized by the Company and, when the Shares are issued to the participants in accordance with the terms and conditions of the Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Osamu Watanabe

Osamu Watanabe
General Counsel and Secretary
Moelis & Company

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Section 3: EX-23.1 (EX-23.1)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports, relating to the consolidated financial statements and financial statement schedule of Moelis & Company and subsidiaries (the “Company”) and the effectiveness of the Company’s internal control over financial reporting dated February 27, 2019, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2018.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 27, 2019

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