
Section 1: 8-K (8-K)

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

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): June 7, 2019

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

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

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

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).

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|-----------------------------|------------------------------|--|
| Class A Common Stock | MC | NYSE |

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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 5, 2019, the Company held its annual meeting of stockholders. At the meeting, stockholders voted on proposals (1) to elect eight directors to the Company's board of directors; (2) approve, on an advisory basis, the compensation of the Company's named executive officers and (3) to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. Following is the final tabulation of votes cast at the meeting.

Proposal 1: Election of Directors

| <u>Nominee</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|-----------------------|------------------|-----------------------|-------------------------|
| Kenneth Moelis | 124,741,906 | 20,865,960 | 3,232,239 |
| Navid Mahmoodzadegan | 123,371,291 | 22,236,575 | 3,232,239 |
| Jeffrey Raich | 123,371,031 | 22,235,835 | 3,232,239 |
| Eric Cantor | 122,946,412 | 22,661,454 | 3,232,239 |
| Elizabeth Crain | 123,372,131 | 22,235,735 | 3,232,239 |
| John A. Allison IV | 140,102,494 | 5,505,372 | 3,232,239 |
| Yolonda Richardson | 140,148,049 | 5,459,817 | 3,232,239 |
| Kenneth L. Shropshire | 139,866,078 | 5,741,788 | 3,232,239 |

Proposal 2

The non-binding, advisory vote on executive compensation was approved, on an advisory basis, based upon the following final tabulation of votes:

| | |
|-------------------------|-------------|
| For | 141,512,363 |
| Against | 4,014,084 |
| Abstain | 81,419 |
| Broker non-votes | 3,232,239 |

Proposal 3

The appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2019 was ratified, based upon the following final tabulation of votes:

| | |
|-------------------------|-------------|
| For | 147,729,031 |
| Against | 1,037,207 |
| Abstain | 73,867 |
| Broker non-votes | — |

(c) Not applicable.

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: June 7, 2019

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