

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): April 23, 2020

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

(Former name or former address, if changed since last report.)

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))

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

Title	Trading Symbol	Name of Exchange on which registered
Class A Common Stock	MC	New York Stock Exchange (NYSE)

Indicate by check mark whether the registrant is an emerging growth company 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.

Item 8.01 Other Events.

On November 24, 2017, Moelis & Company (the “Company”) filed an automatic shelf registration statement on Form S-3 (File No. 333-221743) (the “Registration Statement”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended, covering an unspecified amount of shares of its Class A common stock, par value \$0.01 per share (the “Class A common stock”).

On April 23, 2020, Company filed a prospectus supplement (the “Resale Prospectus Supplement”) to the Registration Statement covering the resale of up to 498,922 shares of the Company’s Class A common stock which may be used by the selling stockholders identified therein to resell shares of the Class A common stock, which was released to selling stockholders in connection with the expiration of the lock-up provisions applicable to such shares. The selling stockholders are comprised of certain current and former non-U.S. Managing Directors of the Company. The Company will not receive any proceeds from the sale of the Class A common stock by the selling stockholders.

The Company is filing this report to provide the legal opinion as to the validity of the securities covered by the Resale Prospectus Supplement, which opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description of Exhibit
5.1	<u>Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the validity of the Class A common stock.</u>
23.1	<u>Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: April 24, 2020

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

[Letterhead of Skadden, Arps, Slate, Meagher & Flom LLP]

April 23, 2020

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

Re: Moelis & Company
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special United States counsel to Moelis & Company, a Delaware corporation (the "Company"), in connection with the resale by the selling stockholders identified on Schedule A hereto (the "Selling Stockholders") of up to an aggregate of 498,922 shares of the Company's Class A common stock, par value \$0.01 per share (the "Class A common stock"). The Shares (as defined herein) are (i) issuable to certain holders of Class A partnership units in Group LP (as defined herein) pursuant to the Amended and Restated Agreement of Limited Partnership of Moelis & Company Group LP, a Delaware Limited Partnership ("Group LP"), dated as of April 15, 2014 and as further amended on November 7, 2014 (the "Partnership Agreement"), by and among Moelis & Company Group GP LLC, the Company and each of the limited partners thereto (the "Exchange Shares"), (ii) issued and outstanding as of the date hereof (the "Outstanding Shares") or (iii) previously issued upon the exercise of certain options previously granted to the Selling Stockholders (the "Grant Shares" and together with the Exchange Shares and the Outstanding Shares, the "Shares").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the "Securities Act").

In rendering the opinions stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-3 (File No. 333-221743) of the Company relating to Class A common stock filed on November 24, 2017, with the Securities and Exchange Commission (the "Commission") under the Securities Act allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Securities Act (the "Rules and Regulations"), including the information deemed to be a part of the registration statement pursuant to Rule 430B of the Rules and Regulations (such registration statement being hereinafter referred to as the "Registration Statement");

- (b) the prospectus, dated November 24, 2017 (the "Base Prospectus"), which forms a part of and is included in the Registration Statement;
- (c) the prospectus supplement, dated April 23, 2020 (together with the Base Prospectus, the "Prospectus"), relating to the offering of the Shares, in the form filed with the Commission pursuant to Rule 424(b) of the Rules and Regulations;
- (d) a copy of the Partnership Agreement;
- (e) an executed copy of a certificate of Osamu R. Watanabe, General Counsel and Secretary of the Company, dated the date hereof (the "Secretary's Certificate");
- (f) a copy of the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") certified by the Secretary of State of the State of Delaware as of April 23, 2020, and as of June 30, 2014, and certified pursuant to the Secretary's Certificate;
- (g) a copy of the Company's bylaws, as amended and in effect as of the date hereof and as of June 30, 2014 (the "Bylaws"), certified pursuant to the Secretary's Certificate; and
- (h) a copy of certain resolutions of the Board of Directors of the Company adopted on June 30, 2014, certified pursuant to the Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company, Group LP and the Selling Stockholders and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company, Group LP, the Selling Stockholders and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below, including the facts and conclusions set forth in the Secretary's Certificate.

In our examination we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, 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 photocopied copies, and the authenticity of the originals of such copies. In addition, we have assumed that the consideration recited in the resolutions of the Board of Directors approving the issuance of the Exchange Shares and the Grant Shares will be received in full by the Company, that the consideration recited in the resolutions of the Board of Directors approving the Outstanding Shares has been received in full and that the Grant Shares were issued in accordance with the applicable grant agreements. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company, Group LP and others and of public officials.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the “DGCL”).

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that:

1. The Exchange Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when the Exchange Shares are issued in accordance with the terms of the Partnership Agreement in exchange for Class A partnership units in Group LP, will be validly issued, fully paid and nonassessable.
2. The Grant Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and have been validly issued and are fully paid and nonassessable.
3. The Outstanding Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and have been validly issued and are fully paid and nonassessable.

In rendering the foregoing opinions we have assumed that the issuance of the Shares, at all applicable times, did not and will not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Certificate of Incorporation, the Bylaws or those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in Part II of the Registration Statement and the Company’s Annual Report on Form 10-K for the year ended December 31, 2019).

We hereby consent to the reference to our firm under the heading “Legal Matters” in the Prospectus. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the Company’s Current Report on Form 8-K being filed on the date hereof and incorporated by reference into the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

MJZ

Schedule A

<u>Selling Stockholder</u>	<u>Total Number of Shares to be Sold</u>
Mark Aedy	215,620
Selling Stockholders as a group*	283,302
Total	498,922

* Selling stockholders as a group represents shares of Class A common stock beneficially owned by 13 selling stockholders not listed above who, as a group, own less than 1.0% of the Company's outstanding Class A common stock prior to the offering.

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