

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2012-12-31**  
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### REPORTING OWNER

#### **Altman Roger C**

CIK: **1369899**

Type: **5** | Act: **34** | File No.: **001-32975** | Film No.: **13520662**

#### Mailing Address

*EVERCORE PARTNERS INC.  
55 EAST 52ND STREET,  
43RD FLOOR  
NEW YORK NY 10055*

### ISSUER

#### **Evercore Partners Inc.**

CIK: **1360901** | IRS No.: **204748747** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
SIC: **6282** Investment advice

#### Mailing Address

*55 EAST 52ND STREET  
38TH FLOOR  
NEW YORK NY 10055*

#### Business Address

*55 EAST 52ND STREET  
38TH FLOOR  
NEW YORK NY 10055  
212-857-3100*

# FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Altman Roger C</b>			2. Issuer Name and Ticker or Trading Symbol <b>Evercore Partners Inc. [EVR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Chairman</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>					
C/O EVERCORE PARTNERS INC., 55 EAST 52ND STREET, 38TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>NEW YORK, NY 10055</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Shares of Class A common stock, par value \$0.01 per share	06/15/2012		G <sup>(1)</sup>	11,000	D	\$ 0	394,240	D	
Shares of Class A common stock, par value \$0.01 per share	08/03/2012		G <sup>(1)</sup>	11,000	D	\$ 0	383,240	D	
Shares of Class B common stock, par value \$0.01 per share							1	D	
Shares of Class B common stock, par value \$0.01 per share							1	I	Share held in trust <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Partnership units of Evercore LP		02/21/2012		G <sup>(4)</sup>		14,500			Shares of Class A common		582,671	D	

									stock, par value \$0.01 per share					
Partnership units of Evercore LP		03/16/2012		<u>G</u> <sup>(4)</sup>	11,000	(3)	(3)		Shares of Class A common stock, par value \$0.01 per share	11,000	(3)	571,671	D	
Partnership units of Evercore LP						(3)	(3)		Shares of Class A common stock, par value \$0.01 per share	750,649		750,649	I	Shares held in trust. <sup>(5)</sup>

**Explanation of Responses:**

1. Mr. Altman has made a bona fide gift of these shares of Class A common stock to the Altman Kazickas Foundation, a not-for-profit institution.
2. This share of Class B common stock is held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of this share of Class B common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.
3. Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.
4. Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the Altman Kazickas Foundation, a not-for-profit institution.
5. These Evercore LP units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these partnership units and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these partnership units for the purposes of Section 16 or for any other purpose.

**Signatures**

/s/ Adam B. Frankel, as Attorney-in-Fact

\*\* Signature of Reporting Person

01/09/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**