

GREENHILL & CO INC
Form 8-K
February 04, 2005

**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): February 3, 2005

GREENHILL & CO., INC.

(Exact name of registrant as specified in its charter)

Commission file number 001-32147

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0500737
(I.R.S. Employer
Identification No.)

300 Park Avenue, 23rd floor
York, New York 10022
(Address of principal executive offices)

10022
(ZIP Code)

Registrant's telephone number, including area code: (212) 389-1500

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:

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

Section 5. Corporate Governance and Management

Item 5.02. Election of Directors.

- (1) On February 3, 2005, John C. Danforth was appointed by the Board of Directors of Greenhill & Co., Inc. (the "Corporation") to fill the remaining vacancy on the Board. In connection with the appointment, the Board of Directors affirmatively determined that Mr. Danforth is independent within the meaning of the applicable listing standards of the New York Stock Exchange and the rules of the Securities and Exchange Commission. Mr. Danforth has also been appointed a member of the Audit Committee of the Corporation. Attached hereto as Exhibit 99.1 and incorporated by reference is a copy of the press release, dated February 4, 2005, issued by Greenhill & Co., Inc. announcing the appointment of Mr. Danforth.
- (2) None.
- (3) Mr. Danforth has also been appointed a member of the Audit Committee of the Corporation.
- (4) None.

Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits. The following exhibit is being furnished as part of this Report.

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Press Release of Greenhill & Co., Inc. dated February 4, 2005. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

Greenhill & Co., Inc.

Date: February 4, 2005

By: /s/ John D. Liu

Name: John D. Liu
Title: Chief Financial Officer

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EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|-------------|
|-------------------|-------------|

99.1 Press Release of Greenhill & Co., Inc. dated February 4, 2005.

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