

Evercore Partners Inc.
Form 8-K
July 26, 2012

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): July 24, 2012

EVERCORE PARTNERS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-32975
(Commission

File No.)

20-4748747
(IRS Employer

Identification No.)

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55 East 52nd Street

New York, New York 10055

(Address of principal executive offices)

(212) 857-3100

(Registrant's telephone number, including area code)

NOT APPLICABLE

(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 24, 2012, the Board of Directors (the Board) of Evercore Partners Inc. (the Company) increased the size of the Board to nine members and appointed Robert B. Millard a director of the Board and member of the Board's Compensation Committee.

There is no agreement, arrangement or understanding with any person pursuant to which Mr. Millard was selected as a director, and Mr. Millard is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Millard is currently Managing Partner of Realm Partners LLC. From 1976 until September 2008, Mr. Millard held various positions, including Managing Director at Lehman Brothers, Inc. and its predecessors. Mr. Millard also serves as the lead independent director of L-3 Communications Corporation and as a director of Gulfmark Offshore, Inc. He also served as a director of Weatherford International Inc. until February 2012. In addition, he serves on the board of trustees of the MIT Corporation (Executive Committee) and is chairman of the MIT Investment Management Company. Mr. Millard also serves on the board of trustees of The Population Council and Remarque Institute of New York University. He is a member of the Council on Foreign Relations and serves on their Investment Subcommittee and Finance and Budget Committees.

In connection with his appointment, and pursuant to the Company's compensation policy for non-management directors, Mr. Millard will be granted a one-time award of restricted stock units (RSUs) with a value of \$50,000, which generally vests on the second anniversary of the date of grant, and will be granted an annual RSU grant with a value of \$40,000, which vests on June 7, 2013. In the case of such RSU grants, shares will be deliverable upon vesting and will be eligible for net settlement for withholding tax purposes. Mr. Millard will also receive the standard non-management director compensation arrangement, consisting of a prorated annual retainer of \$70,000 payable, at Mr. Millard's election, all in cash or half in cash and half in the Company's Class A common stock.

SIGNATURES

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.

EVERCORE PARTNERS INC.

By: /s/ ADAM B. FRANKEL
Name: **Adam B. Frankel**
Title: **General Counsel**

Dated: July 25, 2012