

Silvercrest Asset Management Group Inc.

Form 4

March 02, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Section 16.

Form 4 or

Form 5

obligations

may continue.

See Instruction

1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CAMPBELL DAVID J

(Last) (First) (Middle)

C/O SILVERCREST ASSET  
MANAGEMENT GROUP, 1330  
AVE. OF THE AMERICAS, 38TH  
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolSilvercrest Asset Management Group  
Inc. [SAMG]3. Date of Earliest Transaction  
(Month/Day/Year)

02/28/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

General Counsel and Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting  
Person**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class B Common Stock, par value \$0.01 (1) (2)	02/28/2015		J(2)	4,155 A (2)	99,224	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
Class B units <sup>(1)</sup>	<u>(2)</u>	02/28/2015		J <sup>(2)</sup>	4,155	<u>(2)</u>	<u>(2)</u>	Class A Common Stock, par value \$0.01
								4,155
								<u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAMPBELL DAVID J C/O SILVERCREST ASSET MANAGEMENT GROUP 1330 AVE. OF THE AMERICAS, 38TH FLOOR NEW YORK, NY 10019	General Counsel and Secretary

## Signatures

/s/ David J. Campbell 03/02/2015

                     Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

- (1) Holders of Class B common stock are not entitled to participate in any dividends or other distributions made by Silvercrest Asset Management Group Inc. (the "Corporation") to holders of its capital stock (except for the right to receive par value upon the Corporation's liquidation or dissolution). Each Class B unit of Silvercrest L.P. is paired with a share of Class B common stock. Each share of Class B common stock entitles the holder to one (1) vote per share on all matters submitted to a vote of the Corporation's common stockholders. Shares of Class B common stock are not transferable unless transferred concurrently with the corresponding Class B unit and with the consent of the Corporation and Silvercrest L.P.

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- Represents Class B units issued to the holder upon the vesting of deferred equity units and performance units. Silvercrest Asset Management Group LLC ("SAMG LLC") awarded to its principals deferred equity units and performance units in 2009, 2010 and 2011 exercisable for cash or Class B units of Silvercrest L.P. Each deferred equity unit entitles the holder thereof to receive 100 Class B units
- (2) of Silvercrest L.P. (and, as such, a corresponding number of Class B common stock of SAMG). SAMG LLC also granted to each employee who received an award of deferred equity units, a number of performance units which became exercisable for one (1) Class B unit for every two (2) Class B units issued upon vesting of the deferred equity units awarded to each principal in 2009, 2010 and 2011, subject to certain holding requirements as set forth in the unit award agreements.

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

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