

GOLD IRWIN

Form 4

November 01, 2017

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

Check this box
if no longer
subject to
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLD IRWIN

(Last) (First) (Middle)

**C/O HOULIHAN LOKEY,
INC., 10250 CONSTELLATION
BLVD., 5TH FLOOR**

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

HOULIHAN LOKEY, INC. [HLI]

3. Date of Earliest Transaction
(Month/Day/Year)

10/30/2017

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)

EXECUTIVE CHAIRMAN

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 Indirect Beneficial Ownership (Instr. 4)
CLASS A COMMON STOCK	10/30/2017		C	102,314 (1)	A \$ 0 102,314	D	
CLASS A COMMON STOCK	10/30/2017		F	10,861	D \$ 41.28 91,453	D	
CLASS A COMMON STOCK	10/30/2017		S	91,453	D \$ 41.625 0	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 displays a currently valid OMB control number.

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
CLASS B COMMON STOCK	(3)	10/30/2017		C	102,314	(3) (3)	CLASS A COMMON STOCK 102,314
CLASS B COMMON STOCK	(3)					(3) (3)	CLASS A COMMON STOCK 1,480,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLD IRWIN C/O HOULIHAN LOKEY, INC. 10250 CONSTELLATION BLVD., 5TH FLOOR LOS ANGELES, CA 90067	X	X	EXECUTIVE CHAIRMAN	

Signatures

/s/ J. Lindsey Alley, Attorney-in-Fact for Irwin Gold
11/01/2017

**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) Represents Class A Common Stock received upon conversion of Class B Common Stock.

(2) Per share price reflects the public offering price of \$42.00 per share less the underwriters' discount.

Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis at the option of the holder, upon any transfer (3) and automatically upon the Final Conversion Dates (as defined in the Issuer's Registration Statement on Form S-1, as amended (No. 333-205610)) concerning the Issuer's initial public offering. The Class B Common Stock has no expiration date.

(4)

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The reporting person is a trustee of the HL Voting Trust (the "Voting Trust"). The trustees of the Voting Trust have shared voting control over the shares deposited into the Voting Trust. The reporting person has a pecuniary interest in and investment control over the shares reported herein.

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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