

CAMPBELL DAVID J
 Form 4/A
 August 09, 2018

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
 Silvercrest Asset Management Group Inc. [SAMG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O SILVERCREST ASSET MANAGEMENT GROUP, 1330 AVE. OF THE AMERICAS, 38TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 08/06/2015

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 General Counsel and Secretary

(Street)
 NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/07/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Class B Common Stock, par value \$0.01	08/06/2015		A ⁽¹⁾⁽²⁾	41,825 A \$ 0	141,594 ⁽³⁾	D	

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

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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. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class B units ⁽⁴⁾ ₍₅₎ ₍₆₎	⁽⁴⁾	08/06/2015		A ⁽¹⁾	41,825	⁽⁶⁾ ₍₅₎	⁽⁶⁾ ₍₅₎	Class A Common Stock, par value \$0.01	41,825

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/ Lily C. Desmond - 08/09/2018
Attorney-in-Fact

**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 a grant of restricted stock units ("RSUs"). Each RSU represents the right to receive a Class B Unit in Silvercrest L.P., each of which is paired with a share of Class B common stock of Silvercrest Asset Management Group Inc. (the "Company"). The Class B Units are exchangeable on a one-for-one basis for Class A common stock of the Company upon the terms and subject to the conditions set forth in the Exchange Agreement (the "Exchange Agreement"), dated as of June 26, 2014. Class B common stock corresponding to the Class B Units are automatically cancelled upon such conversion. Twenty-five percent of the restricted stock units granted vest and settle on each of the first, second, third and fourth anniversaries of August 6, 2015, the grant date.

(2) When the holder of a Class B Unit exchanges or forfeits such Class B Unit pursuant to the terms of the amended and restated certificate of incorporation of the Company and the second amended and restated limited partnership agreement of Silvercrest L.P. (the "Amended LPA"), each corresponding share of Class B common stock is redeemed for its par value and cancelled by the Company.

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- (3) Holdings reflect not only the grant of the RSUs, including unvested units, but transactions subsequent to such grant and prior to the filing of this amendment, each of which has been previously reported on Form 4.
- (4) Each Class B Unit is exchangeable for a share of Class A common stock of the Company, subject to the timing and volume limitations set forth in the Amended LPA.

Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 6 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.
- (6) Holders of Class B units are permitted to sell shares of Class A common stock issued upon exchange of Class B units during the first 10-day period of the open trading window of each quarter.

Remarks:

The RSUs reflected on this amendment represent the right to receive Class B Units of Silvercrest L.P. paired with a share of C

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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