

Silvercrest Asset Management Group Inc.
 Form 4
 April 20, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAFFE MARTIN

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2014

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

C/O SILVERCREST ASSET MGMT. GROUP, INC., 1330 AVENUE OF THE AMERICAS, 38TH FLOOR

(Street)

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

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

NEW YORK, NY 10019

(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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Class B common stock, par value \$0.01	11/18/2014		J	100,000	D	①	826,914	D
Class A common stock, par value	11/18/2014		C	100,000	A	②	100,000	D

\$0.01

Class A

common

stock, par 11/18/2014

value

\$0.01

S 100,000 D \$ 14.4 0 D

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

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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)	8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Class B Units ⁽³⁾ <u>(4)</u> <u>(5)</u>	<u>(3)</u>	11/18/2014		C	100,000	<u>(4)</u> <u>(5)</u> <u>(4)</u> <u>(5)</u>	Class A common stock, par value \$0.01	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JAFFE MARTIN
C/O SILVERCREST ASSET MGMT. GROUP, INC.
1330 AVENUE OF THE AMERCIAS, 38TH FLOOR
NEW YORK, NY 10019

X

Signatures

/s/ Martin Jaffe

04/14/2015

**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) 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 Silvercrest Asset Management Group Inc. (the "Corporation") 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.

(2) Represents the conversion by Mr. Jaffe of Class B units to Class A common stock pursuant to the exchange agreement entered into among the Corporation and holders of Class B units (the "Exchange Agreement").

(3) Each class B unit is exchangeable for a share of Class A common stock of the Corporation, subject to the timing and volume limitations set forth in the Amended LPA.

(4) 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 5 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.

(5) On or after January 2, 2014, holders of Class B units became 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 by submitting a request to the Executive Committee of Silvercrest L.P. to sell a specified number of shares, subject to the sole discretion of the Executive Committee.

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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