

---

---

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

---

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.        )**

---

Filed by the Registrant         Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12



**PJT PARTNERS INC.**  
(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
- 
-

**Important Notice Regarding Availability of Proxy Materials for the Shareholder Meeting to be Held on May 24, 2023**

# Your **Vote** Counts!

**PJT PARTNERS INC.**

2023 Annual Meeting  
Vote in advance by May 23, 2023  
11:59 PM ET

PJT PARTNERS INC.  
ATTN: DAVID K.F. GILLIS  
280 PARK AVENUE, 16<sup>TH</sup> FLOOR  
NEW YORK, NY 10017



V06364-P87553

## You invested in PJT Partners Inc. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on May 24, 2023.**

### Get informed before you vote

View the Notice of Annual Meeting and Proxy Statement and Annual Report online at [www.proxyvote.com](http://www.proxyvote.com) OR you can receive a free paper or email copy of the material(s) by requesting prior to May 10, 2023. If you would like to request a copy of the voting material(s) for this and/or future shareholder meetings, you may (1) visit [www.proxyvote.com](http://www.proxyvote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



To view the proxy materials and to vote, visit [www.proxyvote.com](http://www.proxyvote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Advance of the Meeting

Vote by May 23, 2023 11:59 PM ET  
Visit [www.proxyvote.com](http://www.proxyvote.com)

#### Vote Virtually at the Meeting\*

May 24, 2023  
10:30 A.M. Eastern Time  
Virtually at:  
[www.virtualshareholdermeeting.com/PJT2023](http://www.virtualshareholdermeeting.com/PJT2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

V1.1

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect the two nominees for Class II directors listed below, each to serve for a three-year term expiring at the 2026 annual meeting of shareholders (Proposal 1): <b>Nominees:</b>	
1a. Thomas M. Ryan	✔ For
1b. K. Don Cornwell	✔ For
2. To approve, on an advisory basis, the compensation of our Named Executive Officers (Proposal 2).	✔ For
3. To approve the Second Amended and Restated PJT Partners Inc. 2015 Omnibus Incentive Plan (Proposal 3).	✔ For
4. To approve an amendment to the Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation (Proposal 4).	✔ For
5. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2023 (Proposal 5).	✔ For
<b>Note:</b> If any other matters properly come before the meeting or any adjournment thereof, the person(s) named in the proxy will vote in their discretion in accordance with applicable law or rule.	

Prefer to receive an email instead? While voting on [www.proxyvote.com](http://www.proxyvote.com), be sure to click "Delivery Settings".