

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* RYAN THOMAS M			2. Issuer Name and Ticker or Trading Symbol PJT Partners Inc. [PJT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) C/O PJT PARTNERS INC., 280 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2021							
(Street) NEW YORK, NY 10017			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/01/2021		M		4,797 (1)	A	(2)	24,122	D	
Class A Common Stock								7	I	By Trust (3)

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

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	06/01/2021		M		4,797		(4)	(4)	Class A Common Stock	4,797	\$ 0	14,387	D	
Restricted Stock Units	(5)	06/01/2021		A		2,374		(6)	(6)	Class A Common Stock	2,374	\$ 0	16,761	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN THOMAS M C/O PJT PARTNERS INC. 280 PARK AVENUE NEW YORK, NY 10017	X			

Signatures

/s/Salvatore Rappa, as Attorney-in-Fact	06/03/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 of the Issuer acquired upon settlement of a restricted stock unit award previously granted to the Reporting Person.
- (2) Restricted stock units convert into shares of Class A common stock of the Issuer on a one-for-one basis.
- (3) Shares owned by a trust for the benefit of the Reporting Person's spouse, of which the Reporting Person's spouse is the trustee. The Reporting Person disclaims beneficial ownership over the shares held by such trust, except to the extent of his pecuniary interest therein.
- (4) Restricted stock units previously granted by the Issuer to the Reporting Person which vested in four equal annual installments and settled on June 1, 2021.
- (5) Each restricted stock unit represents a contingent right to receive one share of Issuer Class A common stock.
The restricted stock units vest in four substantially equal installments on each of August 31, 2021, November 30, 2021, February 28, 2022 and May 31, 2022. The restricted stock units
- (6) will be settled on the earlier of the termination of service of such director or the fifth anniversary of the grant date and will be settled in either Class A common stock or cash (or a combination thereof) at the discretion of the Issuer's compensation 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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