

---

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 2, 2018



**PJT Partners Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-36869  
(Commission File Number)

36-4797143  
(IRS Employer  
Identification No.)

280 Park Avenue  
New York, New York  
(Address of principal executive offices)

10017  
(Zip Code)

Registrant's telephone number, including area code: (212) 364-7800

Not Applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 2.02. Results of Operations.**

On May 2, 2018, PJT Partners Inc. (the "Company") issued a press release announcing the financial results for its first quarter ended March 31, 2018.

A copy of the press release is attached hereto as Exhibit 99.1. The information contained under Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and, as a result, such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

- (a) The Company held its annual meeting ("Annual Meeting") of stockholders on May 1, 2018.
- (b) The Company's stockholders considered four proposals, each of which is described in more detail in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on March 16, 2018. The final voting results for each matter submitted to a vote of stockholders at the Annual Meeting were as follows:

**Proposal 1.** To elect the following Directors to the Board of Directors of the Company:

| Nominee            | FOR       | WITHHOLD  | BROKER NON-VOTES |
|--------------------|-----------|-----------|------------------|
| James Costos       | 8,752,327 | 1,833,849 | 5,470,893        |
| Kenneth C. Whitney | 8,743,328 | 1,842,848 | 5,470,893        |

**Proposal 2.** To approve, on an advisory basis, the compensation of our Named Executive Officers:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 25,821,428 | 835,601 | 88,524  | 5,470,893        |

**Proposal 3.** To approve, on an advisory basis, the frequency (every one, two or three years) of advisory votes to approve the compensation of our Named Executive Officers:

| ONE YEAR   | TWO YEARS | THREE YEARS | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|-------------|---------|------------------|
| 20,169,011 | 28,155    | 6,508,763   | 39,624  | 5,470,893        |

**Proposal 4.** To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 32,016,630 | 165,729 | 34,087  | —                |

With respect to the preceding matters, holders of Class A common stock are entitled to one vote per share. Holders of Class B common stock, without regard to the number of shares of Class B common stock held, are entitled to a number of votes that is equal to the aggregate number of vested and unvested PJT Partners Holdings LP ("PJT Partners Holdings") Class A partnership units (the "Partnership Units") and LTIP Units (which is a class of Partnership Units in PJT Partners Holdings) held by such

holder on all matters presented to our stockholders other than director elections. With respect to the election of our directors, shares of Class B common stock initially entitle holders to only one vote per share of Class B common stock, though the voting power of Class B common stock with respect to the election of our directors may be increased to up to the number of votes to which a holder is then entitled on all other matters presented to stockholders. Holders of Class A common stock and Class B common stock vote together as a single class on the matters covered at the Annual Meeting, and their votes are counted and totaled together.

(c) Not applicable.

(d) As disclosed above, a majority of the votes cast voted, in a non-binding vote, in favor of having a shareholder vote to approve the compensation of the Company's Named Executive Officers every year. In light of such vote, and consistent with the Company's recommendation, the Company's Board of Directors determined that it currently intends to include an advisory vote to approve the compensation of the Company's Named Executive Officers every year until the next required vote on the frequency of shareholder votes on the compensation of the Company's Named Executive Officers.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 99.1                      | <a href="#"><u>Press release of PJT Partners Inc. dated May 2, 2018 announcing the Company's first quarter 2018 results.</u></a> |

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PJT Partners Inc.**

By: /s/ Helen T. Meates

Name: Helen T. Meates

Title: Chief Financial Officer

Date: May 2, 2018

---





## PJT Partners Inc. Reports First Quarter 2018 Results

### Overview

- > Total Revenues of \$134.0 million for first quarter 2018, up 11% from \$121.0 million in the prior year
  - Advisory Revenues of \$103.5 million, up 4% from \$99.3 million in the prior year
  - Placement Revenues of \$26.1 million, up 34% from \$19.5 million in the prior year
- > Strong balance sheet at quarter-end with \$81.7 million of cash, cash equivalents and short-term investments; no funded debt
- > Intend to repurchase approximately 128,000 Partnership Units for cash in May 2018

**New York, May 2, 2018:** PJT Partners Inc. (the “Company” or “PJT Partners”) (NYSE: PJT) today reported Total Revenues for the three months ended March 31, 2018 of \$134.0 million compared with \$121.0 million for 2017. GAAP Pretax Income and Adjusted Pretax Income were \$2.6 million and \$21.8 million, respectively, for the three months ended March 31, 2018 compared with \$2.1 million and \$22.6 million, respectively, for 2017.

Paul J. Taubman, Chairman and Chief Executive Officer, said, “We are confident that the power we see in our firm is being increasingly recognized by clients and prospective clients around the globe. Importantly, the progress we have made and the momentum we have in our businesses along with the strong partnership culture we have created, give us great conviction about our future growth prospects.”

### Revenues

The following table sets forth revenues for the three months ended March 31, 2018 and 2017:

|                         | Three Months Ended March 31, |                 | % Change    |
|-------------------------|------------------------------|-----------------|-------------|
|                         | 2018                         | 2017            |             |
|                         | (Dollars in Millions)        |                 |             |
| <b>Revenues</b>         |                              |                 |             |
| Advisory                | \$ 103.5                     | \$ 99.3         | 4 %         |
| Placement               | 26.1                         | 19.5            | 34 %        |
| Interest Income & Other | 4.5                          | 2.1             | 110 %       |
| <b>Total Revenues</b>   | <b>\$ 134.0</b>              | <b>\$ 121.0</b> | <b>11 %</b> |

**Media Relations:** Julie Oakes  
Joele Frank, Wilkinson Brimmer Katcher  
Tel: +1 212.355.4449  
PJT-JF@joelefrank.com

**Investor Relations:** Sharon Pearson  
PJT Partners Inc.  
Tel: +1 212.364.7120  
pearson@pjtpartners.com

Three Months Ended March 31, 2018 vs. 2017

For the three months ended March 31, 2018, Total Revenues were \$134.0 million compared with \$121.0 million for the three months ended March 31, 2017, an increase of 11%.

Advisory Revenues were \$103.5 million for the three months ended March 31, 2018 compared with \$99.3 million for the three months ended March 31, 2017, an increase of 4%. The increase in Advisory Revenues was driven by increased revenues in both our strategic advisory and secondary advisory businesses, which more than offset a decrease in restructuring activity.

Placement Revenues were \$26.1 million for the three months ended March 31, 2018 compared with \$19.5 million for the three months ended March 31, 2017, an increase of 34%. The increase was primarily driven by an increase in private equity fund placements during the first quarter of 2018.

Interest Income & Other was \$4.5 million for the three months ended March 31, 2018 compared with \$2.1 million for the three months ended March 31, 2017. The balance for the three months ended March 31, 2018 includes \$2.3 million of reimbursable expenses that are now presented on a gross basis due to the adoption of ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)."

## Expenses

The following table sets forth information relating to the Company's expenses for the three months ended March 31, 2018 and 2017:

|                           | Three Months Ended March 31, |             |          |             |
|---------------------------|------------------------------|-------------|----------|-------------|
|                           | 2018                         |             | 2017     |             |
|                           | GAAP                         | As Adjusted | GAAP     | As Adjusted |
|                           | (Dollars in Millions)        |             |          |             |
| Expenses                  |                              |             |          |             |
| Compensation and Benefits | \$ 103.6                     | \$ 85.8     | \$ 95.7  | \$ 77.4     |
| % of Revenues             | 77.3%                        | 64.0%       | 79.1%    | 64.0%       |
| Non-Compensation          | \$ 27.8                      | \$ 26.4     | \$ 23.2  | \$ 20.9     |
| % of Revenues             | 20.7%                        | 19.7%       | 19.2%    | 17.3%       |
| Total Expenses            | \$ 131.4                     | \$ 112.2    | \$ 118.9 | \$ 98.4     |
| % of Revenues             | 98.0%                        | 83.7%       | 98.3%    | 81.3%       |
| Pretax Income             | \$ 2.6                       | \$ 21.8     | \$ 2.1   | \$ 22.6     |
| % of Revenues             | 2.0%                         | 16.3%       | 1.7%     | 18.7%       |

### Compensation and Benefits Expense

GAAP Compensation and Benefits Expense was \$103.6 million for the three months ended March 31, 2018 compared with \$95.7 million for the three months ended March 31, 2017. Adjusted Compensation and Benefits Expense was \$85.8 million for the three months ended March 31, 2018 compared with \$77.4 million for the three months ended March 31, 2017. The increase in Compensation and Benefits Expense was primarily due to higher revenues and increased headcount.

### Non-Compensation Expense

GAAP Non-Compensation Expense was \$27.8 million for the three months ended March 31, 2018 compared with \$23.2 million for the three months ended March 31, 2017. Adjusted Non-Compensation

Expense was \$26.4 million for the three months ended March 31, 2018 compared with \$20.9 million for the three months ended March 31, 2017.

GAAP Non-Compensation Expense increased during the three months ended March 31, 2018 compared with the three months ended March 31, 2017, primarily due to increases in Travel and Related, Communications and Information Services and Professional Fees. The increases in Travel and Related and Professional Services were primarily related to the adoption of new revenue guidance on January 1, 2018. Travel and Related also increased due to increased headcount and business activity. The increase in Communications and Information Services was primarily driven by first quarter investments in our technology and data management infrastructure.

Adjusted Non-Compensation Expense increased during the three months ended March 31, 2018 compared with the three months ended March 31, 2017, primarily due to increases in Travel and Related, Communications and Information Services and Professional Fees for the same reasons noted above.

For the three months ended March 31, 2018, GAAP and Adjusted Non-Compensation Expense includes \$2.7 million of expenses reimbursable by clients that prior to the adoption of the new revenue recognition standard were reported on a net basis.

#### **Provision for Taxes**

As of March 31, 2018, PJT Partners Inc. owned 59.3% of PJT Partners Holdings LP. PJT Partners Inc. is subject to corporate U.S. federal and state income tax while PJT Partners Holdings LP is subject to New York City unincorporated business tax and other entity-level taxes imposed by certain state and foreign jurisdictions. Please refer to Note 11. "Stockholders' Equity (Deficit)" in the "Notes to Consolidated and Combined Financial Statements" in "Part II. Item 8. Financial Statements and Supplementary Data" of the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for further information about the corporate ownership structure.

In calculating Adjusted Net Income, If-Converted, the Company has assumed that all outstanding Class A partnership units in PJT Partners Holdings LP ("Partnership Units") (excluding the unvested partnership units that have yet to satisfy certain market conditions) have been exchanged into shares of the Company's Class A common stock, subjecting all of the Company's income to corporate-level tax.

The effective tax rate for Adjusted Net Income, If-Converted for the three months ended March 31, 2018 was 22.3% compared with 36.4% for the three months ended March 31, 2017. This tax rate excludes the tax benefits of the adjustments for transaction-related equity-based compensation expense, amortization expense and spin-off-related payables due to The Blackstone Group L.P. ("Blackstone"). The decrease in tax rate from the three months ended March 31, 2017 is due primarily to the decrease in U.S. corporate income tax rate related to the passage of the Tax Cuts and Jobs Act<sup>1</sup> as well as an increased tax benefit related to the deliveries of vested shares during the first quarter of 2018 at values in excess of their amortized cost. For purposes of calculating the Adjusted, If-Converted tax rate, the first quarter 2018 benefit related to the deliveries of vested shares has been annualized.

#### **Capital Management and Balance Sheet**

As of March 31, 2018, the Company held cash, cash equivalents and short-term investments of \$81.7 million and there was no funded debt.



Partnership Units may be presented to the Company for exchange on a quarterly basis and repurchased for cash or, at the Company's election, for shares of the Company's Class A common stock on a one-for-one basis. During the first quarter of 2018, the Company repurchased 533,799 Partnership Units for cash. An additional 128,347 Partnership Units have been presented to be exchanged, which the Company intends to repurchase for cash on May 9, 2018 at a price to be determined by the per share volume-weighted average price of the Company's Class A common stock on May 4, 2018.

### **Share Repurchase Program**

On October 26, 2017, the Company's Board of Directors authorized the repurchase of shares of the Company's Class A common stock in an amount up to \$100 million. Under this repurchase program, shares of the Company's Class A common stock may be repurchased from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing and the actual number of shares repurchased will depend on a variety of factors, including legal requirements, price and economic and market conditions. The repurchase program may be suspended or discontinued at any time and does not have a specified expiration date.

During the three months ended March 31, 2018, the Company repurchased 81,810 shares of Class A common stock pursuant to this share repurchase program. As of March 31, 2018, the available amount remaining for repurchases under this program was \$93.8 million.

In addition to the Company settling exchanges of 533,799 Partnership Units and repurchasing 81,810 shares of Class A common stock mentioned above, the Company also net share settled 400,821 shares, resulting in a total of 1,016,430 shares repurchased at an average price of \$46.89 per share.

### **Dividend**

The Board of Directors of PJT Partners Inc. has declared a quarterly dividend of \$0.05 per share of Class A common stock. The dividend will be paid on June 20, 2018 to Class A common stockholders of record on June 6, 2018.

### **Quarterly Investor Call Details**

PJT Partners will host a conference call on May 2, 2018 at 8:30 a.m. ET to discuss its first quarter 2018 results. The conference call can be accessed via the internet on [www.pjtpartners.com](http://www.pjtpartners.com) or by dialing +1 (888) 419-5570 (U.S. domestic) or +1 (617) 896-9871 (international), passcode 593 796 43#. For those unable to listen to the live broadcast, a replay will be available following the call at [www.pjtpartners.com](http://www.pjtpartners.com) or by dialing +1 (888) 286-8010 (U.S. domestic) or +1 (617) 801-6888 (international), passcode 286 594 84#.

### **About PJT Partners**

PJT Partners is a global advisory-focused investment bank. Our team of senior professionals delivers a wide array of strategic advisory, restructuring and special situations and private fund advisory and placement services to corporations, financial sponsors, institutional investors and governments around the world. We offer a unique portfolio of advisory services designed to help our clients achieve their strategic objectives. We also provide, through Park Hill Group, private fund advisory and placement services for alternative investment managers, including private equity funds, real estate funds and hedge funds. To learn more about PJT Partners, please visit the Company's website at [www.pjtpartners.com](http://www.pjtpartners.com).

## Forward-Looking Statements

Certain material presented herein contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include certain information concerning future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words “believe,” “expect,” “plan,” “intend,” “anticipate,” “estimate,” “predict,” “potential,” “continue,” “may,” “might,” “should,” “could” or the negative of these terms or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in such forward-looking statements. You should not put undue reliance on any forward-looking statements contained herein. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

The risk factors discussed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the United States Securities and Exchange Commission (“SEC”), as such factors may be updated from time to time in our periodic filings with the SEC, accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov), could cause our results to differ materially from those expressed in forward-looking statements. There may be other risks and uncertainties that we are unable to predict at this time or that are not currently expected to have a material adverse effect on our business. Any such risks could cause our results to differ materially from those expressed in forward-looking statements.

## Non-GAAP Financial Measures

The following represent key performance measures that management uses in making resource allocation and/or compensation decisions. These measures should not be considered substitutes for, or superior to, financial measures prepared in accordance with GAAP.

Management believes the following non-GAAP measures, when presented together with comparable GAAP measures, are useful to investors in understanding the Company’s operating results: Adjusted Pretax Income; Adjusted Net Income; Adjusted Net Income, If-Converted, in total and on a per-share basis; Adjusted Compensation and Benefits Expense and Adjusted Non-Compensation Expense. These non-GAAP measures, presented and discussed in this earnings release, remove the significant accounting impact of: (a) transaction-related equity-based compensation expense, including expense related to Partnership Units with both time-based vesting and market conditions as well as equity-based retention awards granted in connection with the spin-off; (b) intangible asset amortization associated with Blackstone’s initial public offering (“IPO”) and the acquisition of PJT Capital LP; and (c) the amount the Company has agreed to pay Blackstone related to the net realized cash benefit from certain compensation-related tax deductions. Reconciliations of the non-GAAP measures to their most directly comparable GAAP measures and further detail regarding the adjustments are provided in the Appendix.

To help investors understand the effect of the Company’s ownership structure on its Adjusted Net Income, the Company has presented Adjusted Net Income, If-Converted. This measure illustrates the impact of taxes on Adjusted Pretax Income, assuming all Partnership Units (excluding the unvested partnership units that have yet to satisfy certain market conditions) were exchanged for shares of the

Company's Class A common stock, resulting in all of the Company's income becoming subject to corporate-level tax, considering both current and deferred income tax effects and the annualization of discrete permanent differences.

## Appendix

GAAP Condensed Consolidated Statements of Operations (unaudited)

Reconciliations of GAAP to Non-GAAP Financial Data (unaudited)

Summary of Shares Outstanding (unaudited)

Footnotes

**PJT Partners Inc.**  
**GAAP Condensed Consolidated Statements of Operations (unaudited)**  
(Dollars in Thousands, Except Share and Per Share Data)

|  | Three Months Ended March 31, |            |
|--|------------------------------|------------|
|  | 2018                         | 2017       |
| <b>Revenues</b>  |                              |            |
| Advisory   | \$ 103,463                   | \$ 99,339  |
| Placement  | 26,120                       | 19,502     |
| Interest Income and Other  | 4,459                        | 2,128      |
| Total Revenues   | 134,042                      | 120,969    |
| <b>Expenses</b>  |                              |            |
| Compensation and Benefits  | 103,632                      | 95,676     |
| Occupancy and Related  | 6,803                        | 6,206      |
| Travel and Related   | 5,470                        | 2,883      |
| Professional Fees  | 5,199                        | 4,189      |
| Communications and Information Services                            | 3,480                        | 2,413      |
| Depreciation and Amortization                                      | 2,007                        | 2,092      |
| Other Expenses   | 4,832                        | 5,422      |
| Total Expenses   | 131,423                      | 118,881    |
| Income Before Benefit for Taxes                                    | 2,619                        | 2,088      |
| Benefit for Taxes  | (4,110 )                     | (871 )     |
| Net Income   | 6,729                        | 2,959      |
| Net Income Attributable to Non-Controlling Interests               | 1,493                        | 1,626      |
| Net Income Attributable to PJT Partners Inc.                       | \$ 5,236                     | \$ 1,333   |
| <b>Net Income Per Share of Class A Common Stock</b>                |                              |            |
| Basic  | \$ 0.27                      | \$ 0.07    |
| Diluted  | \$ 0.24                      | \$ 0.07    |
| <b>Weighted-Average Shares of Class A Common Stock Outstanding</b> |                              |            |
| Basic  | 19,356,876                   | 18,479,025 |
| Diluted  | 23,887,322                   | 18,479,025 |

**PJT Partners Inc.**  
**Reconciliations of GAAP to Non-GAAP Financial Data (unaudited)**  
(Dollars in Thousands, Except Share and Per Share Data)

|  | Three Months Ended March 31, |            |
|--|------------------------------|------------|
|  | 2018                         | 2017       |
| GAAP Net Income  | \$ 6,729                     | \$ 2,959   |
| Less: GAAP Benefit for Taxes                                     | (4,110)                      | (871)      |
| GAAP Pretax Income   | 2,619                        | 2,088      |
| <b>Adjustments to GAAP Pretax Income</b>                         |                              |            |
| Transaction-Related Compensation Expense <sup>(2)</sup>          | 17,845                       | 18,250     |
| Amortization of Intangible Assets <sup>(3)</sup>                 | 584                          | 666        |
| Spin-Off-Related Payable Due to Blackstone <sup>(4)</sup>        | 775                          | 1,599      |
| Adjusted Pretax Income   | 21,823                       | 22,603     |
| Adjusted Taxes <sup>(5)</sup>                                    | 1,685                        | 3,590      |
| Adjusted Net Income  | 20,138                       | 19,013     |
| <b>If-Converted Adjustments</b>                                  |                              |            |
| Less: Adjusted Taxes <sup>(5)</sup>                              | (1,685)                      | (3,590)    |
| Add: If-Converted Taxes <sup>(6)</sup>                           | 4,864                        | 8,219      |
| Adjusted Net Income, If-Converted                                | \$ 16,959                    | \$ 14,384  |
| GAAP Net Income Per Share of Class A Common Stock                |                              |            |
| Basic  | \$ 0.27                      | \$ 0.07    |
| Diluted  | \$ 0.24                      | \$ 0.07    |
| GAAP Weighted-Average Shares of Class A Common Stock Outstanding |                              |            |
| Basic  | 19,356,876                   | 18,479,025 |
| Diluted  | 23,887,322                   | 18,479,025 |
| Adjusted Net Income, If-Converted Per Share                      | \$ 0.44                      | \$ 0.38    |
| Weighted-Average Shares Outstanding, If-Converted                | 38,558,715                   | 37,821,944 |

**PJT Partners Inc.**  
**Reconciliations of GAAP to Non-GAAP Financial Data – continued (unaudited)**  
(Dollars in Thousands)

|   | Three Months Ended March 31, |           |
|---|------------------------------|-----------|
|   | 2018                         | 2017      |
| GAAP Compensation and Benefits Expense                    | \$ 103,632                   | \$ 95,676 |
| Transaction-Related Compensation Expense <sup>(2)</sup>   | (17,845 )                    | (18,250 ) |
| Adjusted Compensation and Benefits Expense                | \$ 85,787                    | \$ 77,426 |
| <b>Non-Compensation Expenses</b>                          |                              |           |
| Occupancy and Related                                     | \$ 6,803                     | \$ 6,206  |
| Travel and Related  | 5,470                        | 2,883     |
| Professional Fees   | 5,199                        | 4,189     |
| Communications and Information Services                   | 3,480                        | 2,413     |
| Depreciation and Amortization                             | 2,007                        | 2,092     |
| Other Expenses  | 4,832                        | 5,422     |
| <b>GAAP Non-Compensation Expense</b>                      | 27,791                       | 23,205    |
| Amortization of Intangible Assets <sup>(3)</sup>          | (584 )                       | (666 )    |
| Spin-Off-Related Payable Due to Blackstone <sup>(4)</sup> | (775 )                       | (1,599 )  |
| Adjusted Non-Compensation Expense                         | \$ 26,432                    | \$ 20,940 |

The following table provides a summary of adjustments made to Interest Income & Other and Non-Compensation Expense as it pertains to the presentation of reimbursable expenses upon adoption of the new revenue recognition standard:

|   | Three Months Ended March 31, 2018 |             |                                      |
|---|-----------------------------------|-------------|--------------------------------------|
|   | As Reported                       | Adjustments | Without Adoption of Revenue Standard |
| Interest Income & Other                                   | \$ 4,459                          | \$ (2,268)  | \$ 2,191                             |
| Non-Compensation Expenses                                 |                                   |             |                                      |
| Occupancy and Related                                     | \$ 6,803                          | \$ (38)     | \$ 6,765                             |
| Travel and Related  | 5,470                             | (1,899)     | 3,571                                |
| Professional Fees   | 5,199                             | (638)       | 4,561                                |
| Communications and Information Services                   | 3,480                             | (68)        | 3,412                                |
| Depreciation and Amortization                             | 2,007                             | —           | 2,007                                |
| Other Expenses  | 4,832                             | (49)        | 4,783                                |
| GAAP Non-Compensation Expense                             | 27,791                            | (2,692)     | 25,099                               |
| Amortization of Intangible Assets <sup>(3)</sup>          | (584)                             | —           | (584)                                |
| Spin-Off-Related Payable Due to Blackstone <sup>(4)</sup> | (775)                             | —           | (775)                                |
| Adjusted Non-Compensation Expense                         | \$ 26,432                         | \$ (2,692)  | \$ 23,740                            |

**PJT Partners Inc.**  
**Summary of Shares Outstanding (unaudited)**

The following table provides a summary of weighted-average shares outstanding for the three months ended March 31, 2018 and 2017 for both basic and diluted shares. The table also provides a reconciliation to If-Converted Shares Outstanding assuming that all Partnership Units and unvested PJT Partners Inc. restricted stock units ("RSUs") were converted to shares of the Company's Class A common stock:

|   | Three Months Ended March 31, |            |
|---|------------------------------|------------|
|   | 2018                         | 2017       |
| <i>Weighted-Average Shares Outstanding - GAAP</i>         |                              |            |
| Shares of Class A Common Stock Outstanding                | 18,804,552                   | 18,258,049 |
| Vested, Undelivered RSUs                                  | 552,324                      | 220,976    |
| Basic Shares Outstanding, GAAP                            | 19,356,876                   | 18,479,025 |
| Conversion of Unvested Common RSUs <sup>(7)</sup>         | 4,530,446                    | —          |
| Diluted Shares Outstanding, GAAP                          | 23,887,322                   | 18,479,025 |
| <i>Weighted-Average Shares Outstanding - If-Converted</i> |                              |            |
| Shares of Class A Common Stock Outstanding                | 18,804,552                   | 18,258,049 |
| Vested, Undelivered RSUs                                  | 552,324                      | 220,976    |
| Conversion of Unvested Common RSUs <sup>(7)</sup>         | 4,530,446                    | 3,260,169  |
| Conversion of Participating RSUs                          | 150,790                      | 575,275    |
| Conversion of Partnership Units <sup>(8)</sup>            | 14,520,603                   | 15,507,475 |
| If-Converted Shares Outstanding                           | 38,558,715                   | 37,821,944 |
| <i>As of March 31,</i>                                    |                              |            |
|   | 2018                         | 2017       |
| Fully-Diluted Shares Outstanding <sup>(8)(9)</sup>        | 41,985,473                   | 40,356,424 |

During the three months ended March 31, 2018, 1.25 million Partnership Units were added to the Company's fully-diluted share count due to the satisfaction of certain market conditions. As of March 31, 2018, there were 5.0 million Partnership Units subject to market conditions that are not included in fully-diluted shares outstanding.



## Footnotes

- (1) The Tax Cuts and Jobs Act ("Tax Legislation") was signed into law on December 22, 2017 and lowers the U.S. corporate income tax rate to 21% as of January 1, 2018. The Company recorded the estimated impact during the three months ended December 31, 2017. The impact of Tax Legislation may differ from the estimated amounts recorded, possibly materially, due to, among other things, further refinement of the Company's calculations, changes in interpretations and assumptions the Company has made, guidance that may be issued and actions the Company may take as a result of Tax Legislation.
  - (2) This adjustment adds back to GAAP Pretax Income transaction-related equity-based compensation expense for Partnership Units with both time-based vesting and market conditions as well as equity-based retention awards granted in connection with the spin-off.
  - (3) This adjustment adds back to GAAP Pretax Income amounts for the amortization of intangible assets that are associated with Blackstone's IPO and amounts for the amortization of intangible assets identified in connection with the acquisition of PJT Capital LP on October 1, 2015.
  - (4) This adjustment adds back to GAAP Pretax Income the amount the Company has agreed to pay Blackstone related to the net realized cash benefit from certain compensation-related tax deductions. Such expense is reflected in Other Expenses in the Condensed Consolidated Statements of Operations.
  - (5) Represents taxes on Adjusted Pretax Income, considering both current and deferred income tax effects for the current ownership structure.
  - (6) Represents taxes on Adjusted Pretax Income, assuming all Partnership Units (excluding the unvested partnership units that have yet to satisfy market conditions) were exchanged for shares of the Company's Class A common stock, resulting in all of the Company's income becoming subject to corporate-level tax, considering both current and deferred income tax effects and the annualization of discrete permanent differences.
  - (7) Represents number of dilutive shares calculated under the treasury method for the unvested, non-participating RSUs that have a remaining service requirement.
  - (8) Excludes 5.0 million unvested Partnership Units as of March 31, 2018 that have yet to satisfy certain market conditions.
  - (9) Assumes all Partnership Units and unvested participating RSUs have been converted to shares of the Company's Class A common stock.
- Note: Amounts presented in tables above may not add or recalculate due to rounding.