

# 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*<br><b>Meates Helen T</b>        |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>PJT Partners Inc. [PJT]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Financial Officer</b> |  |  |
| (Last) (First) (Middle)<br><b>C/O PJT PARTNERS INC., 280 PARK AVENUE</b> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/01/2018</b>         |  |  |   |  |  |
| (Street)<br><b>NEW YORK, NY 10017</b>                                    |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                          |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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            | 03/01/2018                           |  | M                              |   | 3,015<br><u>(1)</u>   | A          | <u>(2)</u> | 20,229  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |            | 286   | I  | By Children <u>(3)</u>                                |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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. 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 |
| Restricted Stock Units                     | <u>(2)</u>   | 03/01/2018                           |  | M                              |   | 3,015   |     | <u>(4)</u>   | <u>(4)</u>      | Class A Common Stock  | 3,015                                      | \$ 0   | 26,661   | D  |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Meates Helen T<br>C/O PJT PARTNERS INC.<br>280 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | Chief Financial Officer |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/Salvatore Rappa, as Attorney-in-Fact        |  | 03/02/2018          |
| <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) The Reporting Person disclaims beneficial ownership of the securities held by her children, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of her children's shares for the purposes of Section 16 or any other purpose.

(4) Restricted stock units previously granted by the Issuer to the Reporting Person as a long-term incentive award, which vest in three equal annual installments.

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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