FORM 4

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

| OMB APPRO | VAL |
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| OMB Number: | 3235-0287 |
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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

| 1. Name and Address of Reporting Person* Meates Helen T (Last) (First) (Middle) C/O PJT PARTNERS INC., 280 PARK AVENUE (Street) NEW YORK, NY 10017 | | | 2. Issuer Name and Ticker or Trading Symbol PJT Partners Inc. [PJT] | | | | 5. | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
|--|---|-------------------------|---|------------------|----------------------------------|--|---|---|--|-----------------|---------------------------------|--|---|--|
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2020 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | | | | | |
| | | | | | | | | | | | | | e) | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acqu | | | | | ies Acquire | ired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year | | Execution Date, if Code | | (A) or | | 1 of (D) Ov 5) Tr (In | Transaction(s) (Instr. 3 and 4) | | ed | Ownership of B | eneficial wnership | | | |
| | | | | | | | contain | ed in this fo | orm are no | ot required | | nation nd unless th | e | ` ′ |
| | | | | Derivative S | | | form dis | plays a cu sed of, or Be | rrently val | id OMB co | l to respoi | nd unless th | ne | , , |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | 3A. Deemed Execution Date | 4. Transact Code | 5. Seion De See Ace (A Di of (Ir | irrants | dired, Dispos options, cor 6. Date Exand Expira (Month/Date | splays a cu sed of, or Be exertible sec ercisable tion Date | rrently val | Owned d Amount | l to respoi ontrol nun | nd unless the state of the stat | f 10. Ownership Form of Derivative Security: Direct (D) or Indirect | Beneficia Ownershi (Instr. 4) |
| Derivative Security | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution Date ary | 4. Transact Code | 5. Seion De See Ace (A Di of (Ir | amber derivative curities equired a) or sposed (D) astr. 3, and 5) | dired, Disposon options, core of Date Example (Month/Date Exercisable Exercisable | sed of, or Be evertible sec ercisable tion Date y/Year) | neficially Ourities) 7. Title and of Underly Securities (Instr. 3 and | Owned d Amount | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(| f 10. Ownership Form of Derivative Security: Direct (D) or Indirect s) (I) | of Indirect Beneficia Ownershi (Instr. 4) |

Reporting Owners

| D 41 0 N 4 | Relationships | | | | |
|--|---------------|--------------|-------------------------|-------|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | |
| Meates Helen T C/O PJT PARTNERS INC. 280 PARK AVENUE NEW YORK, NY 10017 | | | Chief Financial Officer | | |

Signatures

| /s/Salvatore Rappa, as At | torney-in-Fact | 12/18/2020 |
|---------------------------|----------------|------------|
| 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) Each restricted stock unit represents a contingent right to receive one share of Issuer Class A common stock.
- (2) Represents dividend equivalent rights in connection with the Issuer's quarterly dividend that accrue to the reporting person in restricted stock units that vest at the same time(s) as the underlying restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.