

GREENHILL & CO INC  
Form 424B5  
May 09, 2006  
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Filed Pursuant to Rule 424B5  
Registration No. 333-133728

Prospectus Supplement to Prospectus dated May 1, 2006.

3,500,000 Shares

Greenhill & Co., Inc.

Common Stock

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All of the shares of our common stock in the offering are being sold by the selling stockholders identified in this prospectus supplement. We will not receive any of the proceeds from the sale of the shares of our common stock being sold by the selling stockholders.

Our common stock is listed on the New York Stock Exchange under the symbol "GHL". The last reported sale price of our common stock on May 8, 2006 was \$71.42 per share.

Investing in the common stock involves certain risks. See "Risk Factors" beginning on page 5 of our annual report on Form 10-K for the year ended December 31, 2005, which is incorporated by reference into the accompanying prospectus.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

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	Per Share	Total
Public offering price	\$ 71.00	\$ 248,500,000
Underwriting discount	\$ 2.84	\$ 9,940,000
Proceeds, before expenses, to the selling stockholders	\$ 68.16	\$ 238,560,000

To the extent that the underwriters sell more than 3,500,000 shares of common stock, the underwriters have the option to purchase up to an additional 525,000 shares from the selling stockholders at the initial price to the public less the underwriting discount.

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Upon completion of this offering, our managing directors and their affiliated entities will collectively own 55% of the total shares of common stock outstanding (or 53% if the underwriters' option to purchase additional shares is exercised in full).

The underwriters expect to deliver the shares against payment in New York, New York on May 12, 2006.

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Goldman, Sachs & Co.

UBS Investment Bank

JPMorgan

Keefe, Bruyette & Woods

Wachovia Securities

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Prospectus Supplement dated May 8, 2006.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of our common stock. The second part, the accompanying prospectus, gives more general information about the common stock certain of our stockholders may offer from time to time.

The terms “Greenhill”, “we,” “us,” and “our” refer to Greenhill & Co., Inc. and its consolidated subsidiaries.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information you should consider before investing in our common stock. You should read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference carefully, especially the risks of investing in our common stock discussed in the incorporated documents.

Greenhill

Greenhill is an independent investment banking firm that (i) provides financial advice on significant mergers, acquisitions, restructurings and similar corporate finance matters and (ii) manages merchant banking and venture capital funds and commits capital to those funds. We act for clients located throughout the world from offices in New York, London, Frankfurt and Dallas.

We were established in 1996 by Robert F. Greenhill, the former President of Morgan Stanley and former Chairman and Chief Executive of Smith Barney. Since its founding, Greenhill has grown steadily, recruiting a number of managing directors from major investment banks (as well as senior professionals from other institutions), with a range of geographic, industry or transaction specialties and different sets of corporate management and other relationships. As part of this expansion, we opened a London office in 1998, raised our first merchant banking fund in 2000, opened

a Frankfurt office later in 2000 and began offering financial restructuring advice in 2001. On May 11, 2004, we converted from a limited liability company to a corporation, and completed an initial public offering of our common stock. We opened our Dallas office in April 2005 and completed the closing of our second merchant banking fund in June 2005. In March of 2006, we launched our new venture capital fund, Greenhill SAVP. As of May 1, 2006, we had 35 managing directors and senior advisors globally and had agreed to hire two more managing directors who are expected to start shortly.

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THE OFFERING

Common stock offered by the selling stockholders	3,500,000 shares.
Common stock outstanding before and after this offering	29,079,066 shares.
Underwriters' option to purchase additional shares from the selling stockholders	525,000 shares.
Voting rights	One vote per share.
Offering price	\$71.00 per share.
Use of proceeds	We will not receive any proceeds from this offering.
Dividend policy	In January of 2006, our Board of Directors declared a dividend of \$0.16 per share, which was payable on March 15, 2006 to stockholders of record as of February 22, 2006, and in April of 2006, our Board of Directors declared a dividend of \$0.16 per share, which is payable on June 14, 2006 to stockholders of record as of May 24, 2006. The declaration of these and any other dividends and, if declared, the amount of any such dividends, will be subject to our actual future earnings and capital requirements and to the discretion of our Board of Directors. For a discussion of the factors that will affect the determination by our Board of Directors to declare dividends, see "Dividend Policy".
New York Stock Exchange symbol	GHL

Except as otherwise indicated, all amounts with respect to the volume, number and market share of mergers and acquisitions transactions and related ranking information incorporated by reference into this prospectus supplement or the accompanying prospectus have been derived from information compiled and classified by Thomson Financial.

Unless we specifically state otherwise, the information in this prospectus supplement does not take into account the sale of up to 525,000 shares of common stock that the underwriters have the option to purchase from the selling stockholders.

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## USE OF PROCEEDS

The selling stockholders will receive all of the net proceeds from the sale of the shares of common stock offered hereby. We will not receive any proceeds from the offering.

## DIVIDEND POLICY

Dividends declared per common share were \$0.44 in the aggregate in 2005. Dividend equivalents of \$0.4 million were recorded in 2005 on the restricted stock units that are expected to vest. Additionally, in January 2006 and April 2006, our Board of Directors declared separate quarterly dividends of \$0.16 per share for an aggregate of \$0.32 per share.

The declaration of any dividend and, if declared, the amount of any such dividend, will be subject to our actual future earnings and capital requirements and to the discretion of our Board of Directors. Our Board of Directors will take into account such matters as general business conditions, our financial results, capital requirements, contractual, legal and regulatory restrictions on the payment of dividends by us to our stockholders or by our subsidiaries to us, and such other factors as our Board of Directors may deem relevant.

## CAPITALIZATION

The following table sets forth our capitalization as of March 31, 2006. This table should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and notes thereto included in each of our annual report on Form 10-K for the year ended December 31, 2005 and our quarterly report on Form 10-Q for the three months ended March 31, 2006, each of which is incorporated by reference in this prospectus supplement. Our capitalization will not be affected by this offering.

	As of March 31, 2006
Stockholders' equity:	
Common stock, \$0.01 par value per share, 100,000,000 shares authorized and 30,893,437 shares issued and outstanding (1)	\$ 308,934
Restricted stock units	13,017,856
Additional paid-in capital	110,505,545
Retained earnings	80,898,137
Accumulated other comprehensive (loss) income	(2,639,874)
Treasury stock, at cost, par value \$0.01 per share; 1,764,871 shares	(65,165,363)
Total stockholders' equity	136,925,235
Total capitalization	\$ 136,925,235

(1)Includes 1,837,671 shares repurchased and held in treasury as of April 28, 2006.

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## SELLING STOCKHOLDERS

All of the shares of common stock being offered hereby are being offered by managing directors of Greenhill or their affiliates.

The following table sets forth as of the date of this prospectus supplement certain information regarding the number of shares of common stock to be sold in the offering by each selling stockholder and each selling stockholder's beneficial ownership of our common stock:

- immediately prior to the consummation of this offering; and
- as adjusted to reflect the sale of the shares of our common stock.

Each selling stockholder, except as indicated in the notes to the table, is a managing director of Greenhill. In accordance with the rules of the Securities and Exchange Commission, "beneficial ownership" includes voting or investment power with respect to securities. The percentage of beneficial ownership reflected in the following table is based on 29,079,266 shares of common stock outstanding as of April 26, 2006. The address for each listed stockholder (except as otherwise specified) is: c/o Greenhill & Co., Inc., 300 Park Avenue, 23rd Floor, New York, New York 10022. To our knowledge, except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Selling Stockholders	Shares Beneficially Owned Before This Offering		Shares of Common Stock to be Sold(1)		Shares Beneficially Owned After Offering(1)	
	Number	Percent	Number	Percent	Number	Percent
Robert F. Greenhill(2)	6,021,211	20.7%	1,112,918	3.8%	4,908,293	16.9%
Scott L. Bok(3)	1,875,721	6.5%	346,695	1.2%	1,529,026	5.3%
Simon A. Borrows	1,875,998	6.5%	346,746	1.2%	1,529,252	5.3%
Robert H. Niehaus(4)	1,414,608	4.9%	260,634	0.9%	1,153,974	4.0%
John D. Liu	150,155	0.5%	27,754	0.1%	122,401	0.4%
Timothy M. George(5)	1,875,840	6.5%	346,715	1.2%	1,529,125	5.3%
James R. C. Lupton(6)	1,875,999	6.5%	346,745	1.2%	1,529,254	5.3%
James Blyth	801,354	2.8%	400,677	1.4%	400,677	1.4%
Jeffrey F. Buckalew	208,076	0.7%	32,000	0.1%	176,076	0.6%
Brian J. Cassin(7)	208,064	0.7%	38,457	0.1%	169,607	0.6%
Gregory R. Miller	150,155	0.5%	27,754	0.1%	122,401	0.4%
Harvey R. Miller(8)	287,970					