

GREENHILL & CO INC  
Form 8-K/A  
July 18, 2011

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

**FORM 8-K/A  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported):  
July 16, 2011**

**GREENHILL & CO., INC.**  
(Exact name of registrant as specified in its charter)  
**Commission File Number: 001-32147**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**51-0500737**  
(I.R.S. Employer  
Identification No.)

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

**10022**  
(ZIP Code)

**Registrant's telephone number, including area code: (212) 389-1500**

**Former name or former address, if changed since last report: NOT APPLICABLE**

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:

- 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))
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**Explanatory Note**

This report on Form 8-K/A amends the disclosure in Item 5.07 of the report on Form 8-K dated April 20, 2011, of Greenhill & Co., Inc. ( Greenhill ), to disclose Greenhill s decision in light of the shareholder advisory vote on the frequency of future shareholder advisory votes on Greenhill s executive compensation (the say on pay vote ).

**Section 5. Corporate Governance and Management**

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

(d) Greenhill s Board of Directors has carefully evaluated the results of the advisory vote on the frequency of future say on pay votes. In light of the results of such vote, the Board has determined that Greenhill will hold an advisory say on pay vote annually. Greenhill s Board will reevaluate this determination after the next shareholder advisory vote on the frequency of say on pay votes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

**Greenhill & Co., Inc.**

Date: July 18, 2011

By: /s/ Ulrika Ekman  
Name: Ulrika Ekman  
Title: General Counsel