

GREENHILL & CO INC
Form 8-K
September 03, 2009

**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): September 2, 2009**

GREENHILL & CO., INC.
(Exact name of registrant as specified in its charter)
Commission file number 001-32147

Delaware
(State or other jurisdiction of
incorporation or organization)

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

300 Park Avenue, 23rd floor
New York, New York 10022
(Address of principal executive offices)

10022
(ZIP Code)

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

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))
-

Item 7.01. Regulation FD Disclosure

Attached hereto as Exhibit 99.1 and incorporated by reference is a copy of the press release, dated September 2, 2009, issued by Greenhill & Co., Inc. announcing that GHL Acquisition Corporation (GHQ), the special purpose acquisition company sponsored by Greenhill & Co., Inc, has entered into agreements to repurchase shares of GHQ common stock from certain of its stockholders, subject to the closing of its pending acquisition of Iridium Holdings LLC (the Acquisition). In connection therewith, GHQ has been granted a proxy over such shares, which it intends to vote in favor of the Acquisition and the related proposals at the special meeting of its stockholders scheduled for September 23, 2009.

Item 8.01. Other Events

See Item 7.01.

The information in this report is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act (unless otherwise indicated in such filing).

Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits. The following exhibit is being furnished as part of this Report.

**Exhibit
Number**

Description

99.1 Press Release of Greenhill & Co., Inc. dated September 2, 2009.

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: September 3, 2009

By: /s/ Richard J. Lieb

Name: Richard J. Lieb

Title: Chief Financial Officer

3

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press Release of Greenhill & Co., Inc. dated September 2, 2009.
E-1