

GREENHILL & CO INC
Form 8-A12B
April 20, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

GREENHILL & CO., INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State of Incorporation or Organization)
300 Park Avenue, 23rd Floor
New York, NY
(Address of Principal Executive Offices)
If this form relates to the registration of a class of
securities pursuant to Section 12(b) of the
Exchange Act and is effective pursuant to General
Instruction A.(c), please check the following box.

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

10022
(Zip Code)
If this form relates to the registration of a class of
securities pursuant to Section 12(g) of the
Exchange Act and is effective pursuant to General
Instruction A.(d), please check the following box.

Securities 333-113526
Act (If applicable)
registration
statement
file number
to which
this form
relates:

Securities to be registered pursuant to Section 12(b) of the
Act:

Title of Each Class
to be so Registered

Name of
Each
Exchange on
Which
Each Class
is to be
Registered

Common Stock, \$0.01 par value per share

New York
Stock
Exchange

Securities to be registered pursuant to Section 12(g) of the
Act:

(Title of Class)

None

Item 1: Description of Registrant's Securities to be Registered

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock, \$0.01 par value per share, in the Prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-113526) filed with the Securities and Exchange Commission on March 11, 2004, as amended, is hereby incorporated herein by reference.

Item 2: Exhibits

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange, Inc. and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GREENHILL & CO., INC.

By: /s/ Scott L. Bok

Name: Scott L. Bok

Title: Co-President

Date: April 20, 2004
