

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>HOUGH RICHARD R III</u> | <u>Silvercrest Asset Management Group Inc. [SAMG]</u> | <input checked="" type="checkbox"/> Director 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) |
| <u>C/O SILVERCREST ASSET MGMT GROUP INC.</u> | <u>09/13/2023</u> | <u>Chairman and CEO</u> |
| <u>1330 AVE. OF THE AMERICAS, 38TH FLOOR</u> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (Street) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| <u>NEW YORK NY 10019</u> | | Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class B Common Stock, par value \$0.01 | 09/13/2023 | | M ⁽³⁾ | | 105,398 | A | \$13.97 | 691,496 | D | |
| Class B Common Stock, par value \$0.01 | 09/13/2023 | | F | | 83,328 | D | \$17.67 | 608,168 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$13.97 | 09/13/2023 | | M | | | 105,398 | (1) | 10/01/2023 | See footnote ⁽²⁾ | 105,398 | \$0.00 | 0 | D | |
| Class B Units ⁽⁴⁾⁽⁵⁾ | (4) | 09/13/2023 | | M | | 105,398 | | (5)(6) | (5)(6) | Class A Common Stock, par value \$0.01 | 105,398 | \$0.00 | 691,496 | D | |
| Class B Units | (4) | 09/13/2023 | | F | | 83,328 | | (5)(6) | (5)(6) | Class A Common Stock, par value \$0.01 | 83,328 | \$0.00 | 608,168 | D | |

Explanation of Responses:

- The option vested in three equal installments beginning on October 1, 2019.
- Each option is to purchase a Class B Unit in Silvercrest L.P., each of which is paired with a share of Class B Common Stock of Silvercrest Asset Management Group Inc. (the "Company"). The Class B Units are exchangeable on a one-for-one basis for Class A Common Stock of the Company upon the terms and subject to the conditions set forth in the Exchange Agreement (the "Exchange Agreement"), dated as of June 26, 2014. Class B Common Stock corresponding to the Class B Units are automatically cancelled upon such conversion.
- When the holder of a Class B Unit exchanges or forfeits such Class B Unit pursuant to the terms of the amended and restated certificate of incorporation of the Company and the second amended and restated limited partnership agreement of Silvercrest L.P. (the "Amended LPA"), each corresponding share of Class B common stock is redeemed for its par value and cancelled by the Company.
- Each Class B Unit is exchangeable for a share of Class A common stock of the Company, subject to the timing and volume limitations set forth in the Amended LPA.
- Pursuant to the Exchange Agreement, so long as the holder is employed by Silvercrest L.P., each year in the period beginning on January 2, 2014, the holder and his permitted transferees may collectively exchange for shares of Class A common stock up to the number of vested Class B units that equals 20% of all Class B units such holder and his or her permitted transferees collectively hold as of the first day of that year, in accordance with the timing restrictions described in footnote 6 below. The holder must retain at least 25% of the number of Class B units held by the holder on July 2, 2013.
- Holders of Class B units are permitted to sell shares of Class A common stock issued upon exchange of Class B units during the first 10-day period of the open trading window of each quarter.

Remarks:

/s/ Matthew W. Mamak / Attorney in Fact 09/15/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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