

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

**FORM S-8**

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**Silvercrest Asset Management Group Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**45-514560**

(I.R.S. Employer Identification No.)

**1330 Avenue of the Americas, 38th Floor  
New York, New York 10019**  
(Address, including Zip Code, of Principal Executive Offices)

**Silvercrest Asset Management Group Inc. 2012 Equity Incentive Plan**  
(Full title of the plan)

**Copy to:**

**Richard R. Hough III**  
**Chairman, Chief Executive Officer and President**  
**Silvercrest Asset Management Group Inc. 1330 Avenue of the Americas, 38th**  
**Floor**  
**New York, New York 10019**  
**(212) 649-0600**

(Name, address and telephone number of agent for service)

**Matthew W. Mamak, Esq.**  
**Alston & Bird LLP**  
**90 Park Avenue, 14th Floor**  
**New York, New York 10016**  
**(212) 210-1256**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

(a) The documents constituting Part I of this registration statement on Form S-8 (this “Registration Statement”) will be delivered to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to participants pursuant to Rule 428(b). Requests for the above-mentioned information should be directed to Alston & Bird LLP, the Company’s legal counsel, at the address and telephone number on the cover of this Registration Statement.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference and deemed to be a part hereof (excluding any portions of such documents that are deemed to be “furnished” but not “filed” for purposes of the Exchange Act):

- (a) [The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed on March 2, 2022](#)
- (b) [The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed on May 5, 2022](#)
- (c) [The Company’s Current Reports on Form 8-K, filed with the Commission on February 8, 2022, February 24, 2022, March 2, 2022, April 29, 2022, May 5, 2022, and June 8, 2022;](#)
- (d) [The section entitled “Description of Registrant’s Securities to be Registered” contained in the Registrant’s Registration Statement on Form 8-A \(File No. 001-35733\) filed with the Commission on June 26, 2013, under Section 12\(b\) of the Exchange Act, and as amended in the Description of the Company’s Capital Stock contained in Exhibit 4.5 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 5, 2020, and any amendment or report filed with the Commission for the purpose of updating such description ;](#)
- (e) [All other reports filed by the Company pursuant to Section 13\(a\) or 15\(d\) of the Exchange Act since December 31, 2021 \(excluding any portions of such documents that are deemed to be “furnished” but not “filed” for purposes of the Exchange Act\); and](#)
- (f) All other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

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**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

We have adopted provisions in our Second Amended and Restated Certificate of Incorporation that limit the liability of our directors for monetary damages for breach of their fiduciary duties, except for liability that cannot be eliminated under the Delaware General Corporation Law (“DGCL”). Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except liability for any of the following:

- any breach of their duty of loyalty to the corporation or the stockholder;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL; or
- any transaction from which the director derived an improper personal benefit.

This limitation of liability does not apply to liabilities arising under the federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

Our Second Amended and Restated Certificate of Incorporation and our Amended and Restated Bylaws (“Bylaws”) also provide that we will indemnify our directors and executive officers and may indemnify our other officers and employees and other agents to the fullest extent permitted by law. We believe that indemnification under our Bylaws covers at least negligence and gross negligence on the part of indemnified parties. Our Bylaws also permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in this capacity, regardless of whether our Bylaws would permit indemnification. We have secured such insurance.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of Silvercrest Asset Management Group Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).*</u></a>
4.2	<a href="#"><u>Bylaws of Silvercrest Asset Management Group Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).*</u></a>
5.1	<a href="#"><u>Opinion of Alston &amp; Bird LLP (filed herewith).</u></a>
23.1	<a href="#"><u>Consent of Alston &amp; Bird LLP (included in Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of Deloitte &amp; Touche LLP (filed herewith).</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page of this Registration Statement).</u></a>
99.1	<a href="#"><u>Silvercrest Asset Management Group Inc. 2012 Equity Incentive Plan (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-188005) filed on April 19, 2013).*</u></a>
99.2	<a href="#"><u>Amendment to the Silvercrest Asset Management Group Inc. 2012 Equity Incentive Plan (filed herewith).</u></a>
107	<a href="#"><u>Filing Fee Table (filed herewith).</u></a>

\* Previously filed

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*Provided, however, That*

(A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if this Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in this Registration Statement;

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 17<sup>th</sup> day of June, 2022.

**SILVERCREST ASSET MANAGEMENT GROUP INC.**

By: /s/ Richard R. Hough III  
Richard R. Hough III  
Chairman, Chief Executive Officer and President  
(Principal Executive Officer)

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Richard R. Hough III and Scott A. Gerard as true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard R. Hough III</u> <b>Richard R. Hough III</b>	Chairman and Director (Principal Executive Officer)	June 17, 2022
<u>/s/ Scott A. Gerard</u> <b>Scott A. Gerard</b>	(Principal Financial and Accounting Officer)	June 17, 2022
<u>/s/ Albert S. Messina</u> <b>Albert S. Messina</b>	Managing Director, Portfolio Manager and Director	June 17, 2022
<u>/s/ Richard J. Burns</u> <b>Richard J. Burns</b>	Director	June 17, 2022
<u>/s/ Brian D. Dunn</u> <b>Brian D. Dunn</b>	Director	June 17, 2022
<u>/s/ Darla M. Romfo</u> <b>Darla M. Romfo</b>	Director	June 17, 2022

# ALSTON & BIRD

90 Park Avenue  
New York, NY 10016  
212-210-9400 | Fax: 212-210-9444  
Direct Dial: 212-210-1256

Matthew W. Mamak  
June 17, 2022  
Silvercrest Asset Management Group Inc.  
1330 Avenue of the Americas, 38th Floor  
New York, NY 10019

Email: matthew.mamak@alston.com

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to Silvercrest Asset Management Group Inc., a Delaware corporation (the "Company") in connection with the registration statement (the "Registration Statement") on Form S-8 filed today by the Company with the Securities and Exchange Commission (the "Commission") to register under the Securities Act of 1933, as amended (the "Securities Act"), 1,050,000 shares of the Company's Class A common stock, \$0.01 par value per share (the "Shares"), which may be issued by the Company upon the grant, exercise, settlement or purchase of awards pursuant to the Silvercrest Asset Management Group Inc. 2012 Equity Incentive Plan, as amended (the "Plan"). This opinion is furnished to you at your request in accordance with the requirements of Item 8 of the Commission's Form S-8 and Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

We have examined the Second Amended and Restated Certificate of Incorporation of the Company, the Amended and Restated Bylaws of the Company, records of proceedings of the Board of Directors of the Company (the "Board of Directors"), or committees thereof, and records of proceedings of the stockholders, deemed by us to be relevant to this opinion letter and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such records, agreements, documents and instruments, including certificates or comparable documents of officers of the Company and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Our opinion set forth below is limited to the General Corporation Law of the State of Delaware, applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting such General Corporation Law and Constitution that, in our professional judgment, are normally applicable to transactions of the type contemplated by the Plan, the laws of the State of New York, and the federal law of the United States, and we do not express any opinion herein concerning any other laws.

This opinion letter is provided for use in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of those matters set forth in the sixth paragraph hereof, and no opinion may be implied or inferred beyond the opinion expressly stated. This opinion letter is rendered as of the date hereof and we make no undertaking and expressly disclaim any duty to supplement or update the opinions rendered herein, if, after the date hereof, facts or circumstances come to our attention or changes in the law occur which could affect such opinions. We note specifically that the Shares may be issued from time to time hereafter, and our opinion is limited to the applicable laws, including the related rules and regulations, as in effect on the date hereof.

Based on the foregoing, it is our opinion that the Shares to be issued under the Plan are duly authorized, and, when issued by the Company in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

www.alston.com

Alston & Bird LLP

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Atlanta | Beijing | Brussels | Charlotte | Dallas | Fort Worth | London | Los Angeles | New York | Raleigh | San Francisco | Silicon Valley | Washington, D.C



We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

ALSTON & BIRD LLP

By: /s/ Matthew W. Mamak

Matthew W. Mamak

Partner

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 2, 2022, relating to the consolidated financial statements of Silvercrest Asset Management Group Inc. and subsidiaries (the “Company”) and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2021.

/s/ Deloitte & Touche

New York, New York

June 15, 2022

**AMENDMENT TO THE SILVERCREST ASSET MANAGEMENT GROUP, INC.  
2012 EQUITY INCENTIVE PLAN**

This Amendment to the Silvercrest Asset Management Group, Inc. 2012 Equity Incentive Plan (the “Plan”), is hereby adopted this 18th day of April, 2022, by the Board of Directors (the “Board”) of Silvercrest Asset Management Group, Inc. (the “Company”).

**WITNESETH:**

**WHEREAS**, the Company adopted the Plan for the purposes set forth therein; and

**WHEREAS**, pursuant to Section 16.1 of the Plan, the Board may amend the Plan with respect to certain matters, provided that any material increase in the number of Shares available under the Plan shall be subject to stockholder approval; and

**WHEREAS**, Board has approved and authorized this Amendment to the Plan and has recommended that the stockholders of the Company approve this Amendment;

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan is hereby amended, subject to and effective as of the date of stockholder approval hereof, in the following particulars:

1. Section 4 of the Plan is hereby amended by increasing the share references in such section from to 1,687,500 to 2,737,500 so that such section reads in its entirety as follows:

“ 4. Stock and Class B Units Subject to the Plan. At no time shall the number of shares of Stock and Class B Units issued pursuant to or subject to outstanding Awards granted under the Plan, nor the number of shares of Stock issued pursuant to or subject to outstanding Incentive Options, exceed 2,737,500 shares of Stock or Class B Units, subject, however, to the provisions of Section 8 of the Plan. For the avoidance of doubt, any Award with respect to either a share of Stock or with respect to a Class B Unit will reduce the overall limit with respect to the number of shares of Stock and Class B Units that may be granted under Awards on a one-for-one basis.

For purposes of applying the foregoing limitation, settlement of any Award shall not count against the foregoing limitations except to the extent settled in the form of Stock or Class B Units and, without limiting the generality of the foregoing:

a) if any Option or Stock-settled Stock Appreciation Right expires, terminates, or is cancelled for any reason without having been exercised in full, or if any other Award is forfeited by the recipient or repurchased at less than its Market Value as a means of effecting a forfeiture, the shares of Stock or Class B Units not purchased by the Optionee or which are forfeited by the recipient or repurchased shall again be available for Awards to be granted under the Plan;

b) if any Option is exercised by delivering previously owned shares of Stock or Class B Units in payment of the exercise price therefor, only the net number of shares or units, that is, the number of shares of Stock or Class B Units issued minus the number received by the Company in payment of the exercise price, shall be considered to have been issued pursuant to an Award granted under the Plan; and

c) any shares of Stock or Class B Units either tendered or withheld in satisfaction of tax withholding obligations of the Company or an Affiliate shall again be available for issuance under the Plan.

None of the foregoing provisions of this Section 4, including the adjustment provisions of Section 8, shall apply in determining the maximum number of shares of Stock issued pursuant to or subject to outstanding Incentive Options

unless consistent with the provisions of Section 422 of the Code, however. Shares of Stock issued pursuant to the Plan may be either authorized but unissued shares or shares held by the Company in its treasury.”

Except as specifically set forth herein, the terms of the Plan shall be and remain unchanged, and the Plan as amended shall remain in full force and effect.

The foregoing is hereby acknowledged as being the Amendment to the Plan, as adopted by the Board on April 18, 2022, and approved by the Company’s stockholders on June 8, 2022.

**SILVERCREST ASSET MANAGEMENT GROUP, INC.**

By: /s/ Richard R. Hough III

Richard A. Hough III  
Chairman, Chief Executive Officer, and President

By: /s/ Scott A. Gerard

Scott Gerard  
Chief Financial Officer

## Calculation of Filing Fee Tables

S-8  
(Form Type)**Silvercrest Asset Management Group Inc.**  
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

<b>Security Type</b>	<b>Security Class Title</b>	<b>Fee Calculation Rule</b>	<b>Amount Registered</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Maximum Aggregate Offering Price</b>	<b>Fee Rate</b>	<b>Amount of Registration Fee</b>
Equity	Class A common stock, par value \$0.01	457(c) and 457(h)	1,050,000(1)	\$ 17.98(2)	\$ 18,879,000(2)	0.0000927	\$ 1,750.08
<b>Total Offering Amounts</b>					\$ 18,879,000(2)		\$ 1,750.08
<b>Total Fee Offsets(3)</b>							--
<b>Net Fee Due</b>							\$ 1,750.08

- (1) Represents an additional 1,050,000 shares that may be issued under the Silvercrest Asset Management Group Inc. 2012 Equity Incentive Plan, as amended (the "Plan"), including additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plan. The Registrant previously filed a registration statement on Form S-8, filed on August 2, 2013, with respect to shares of Class A common stock issuable under the Plan.
- (2) Determined in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low prices of \$18.50 and \$17.46, respectively, of the Company's Common Stock reported on the Nasdaq Global Market on June 15, 2022.
- (3) The Registrant does not have any fee offsets.