

GREENHILL & CO INC
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2.

(Amendment No. 3)*

Greenhill & Co., Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

395259 10 4
(CUSIP Number)

December 31, 2007
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but

shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 395259 10

13G

4

1. NAME OF REPORTING PERSONS:

Robert F. Greenhill

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

USA

5. SOLE VOTING POWER:

6,790

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER:

4,930,922

7. SOLE DISPOSITIVE POWER:

6,790

8. SHARED DISPOSITIVE POWER:

4,930,922

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,937,712

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

18.4%

12. TYPE OF REPORTING PERSON

IN

CUSIP No. 395259 10

13G

4

1. NAME OF REPORTING PERSONS:

Greenhill Family Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

5. SOLE VOTING POWER:

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER:

3,969,450

7. SOLE DISPOSITIVE POWER:

0

8. SHARED DISPOSITIVE POWER:

3,969,450

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

3,969,450

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

14.8%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 395259 10

13G

4

1. NAME OF REPORTING PERSONS:

Riversville Aircraft Corporation II

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

5. SOLE VOTING POWER:

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER:

961,472

7. SOLE DISPOSITIVE POWER:

0

8. SHARED DISPOSITIVE POWER:

961,472

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

961,472

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

3.6%

12. TYPE OF REPORTING PERSON

CO

Item 1(a). Name of Issuer:

Greenhill & Co., Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

300 Park Avenue, New York, NY 10022

Item 2(a). Name of Person Filing:

Robert F. Greenhill on behalf of himself and on behalf of Greenhill Family Limited Partnership and Riversville Aircraft Corporation II.

Item 2(b). Address of Principal Business Office or, if None, Residence:

300 Park Avenue, New York, NY 10022

Item 2(c). Citizenship:

USA

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share ("Common Stock")

Item 2(e). CUSIP Number:

395259 10 4

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

(a) Amount beneficially owned:

Page 5 of 7

See item 9 to Cover Pages on this Schedule 13G.

Robert F. Greenhill directly owns 6,790 shares of Common Stock.

Robert F. Greenhill may be deemed to indirectly beneficially own 4,930,922 shares of Common Stock through the following entities: Riversville Aircraft Corporation II, which is controlled by Robert F. Greenhill, directly owns 961,472 shares of Common Stock; and Greenhill Family Limited Partnership, of which Robert F. Greenhill is the general partner, directly owns 3,969,450 shares of Common Stock. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(b) Percent of class:

See item 11 to Cover Pages on this Schedule 13G.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See item 5 to Cover Pages on this Schedule 13G.

(ii) Shared power to vote or to direct the vote:

See item 6 to Cover Pages on this Schedule 13G.

(iii) Sole power to dispose or to direct the disposition of:

See item 7 to Cover Pages on this Schedule 13G.

(iv) Shared power to dispose or to direct the disposition of:

See item 8 to Cover Pages on this Schedule 13G.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14,
2008
(Date)

/s/ Robert F.
Greenhill
(Signature)

Robert F.
Greenhill, on
behalf of
himself and in
his capacity as
the General
Partner of
Greenhill
Family Limited
Partnership and
in his capacity
as the President
of Riversville
Aircraft
Corporation II
(Name/Title)

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the persons named below agrees to the joint filing of a Statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.01 per share, of Greenhill & Co., Inc., a Delaware corporation, and further agrees that this Joint Filing Agreement be included as an exhibit to such filings provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement this February 14, 2008.

This Schedule may be executed in two or more counterparts, any one of which need not contain the signature of more than one party, but all such parties taken together will constitute part of this Schedule.

(1) Robert F. Greenhill
300 Park Avenue
New York, NY 10022

(2) Greenhill Family Limited Partnership
300 Park Avenue
New York, NY 10022

(3) Riversville Aircraft Corporation II
300 Park Avenue
New York, NY 10022

Issuer: Greenhill & Co., Inc.

Date of Event Requiring Statement: 12/31/2007

February 14,
2008
(Date)

/s/ Robert F.
Greenhill
(Signature)

Robert F.
Greenhill, on
behalf of
himself and
in his
capacity as
the General

Partner of
Greenhil
Family
Limited
Partnership
and in his
capacity as
the President
of Riversville
Aircraft
Corporation
II
(Name/Title)