

ORIX CORP

Form 4

August 23, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ORIX HLHZ Holding LLC

(Last) (First) (Middle)

1717 MAIN STREET, SUITE 1100

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HOULIHAN LOKEY, INC. [HLI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**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)
Class A Common Stock	08/21/2018		S	12,739 D	\$ 48 256,810	D <sup>(1)</sup>	
Class A Common Stock	08/21/2018		C	394,374 <sup>(2)</sup> A	\$ 0 651,184	D <sup>(1)</sup>	
Class A Common Stock	08/22/2018		S	28,485 D	\$ 48.0421 <sup>(3)</sup> 622,699	D <sup>(1)</sup>	

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(4)	08/21/2018		C		394,374		(4)	(4)	Class A Common Stock	394,374

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ORIX HLHZ Holding LLC 1717 MAIN STREET SUITE 1100 DALLAS, TX 75201	X
ORIX CORP WORLD TRADE CENTER BLDG. 2-4-1 HAMAMATSU-CHO, MINATO-KU TOKYO, MO 105 6135	X

## Signatures

ORIX Corporation, By: /s/ Hideto Nishitani, Managing Executive Officer  
08/23/2018  
\_\_\_\_\_  
\*\*Signature of Reporting Person Date

ORIX HLHZ Holding LLC, By: ORIX OpCo Holdings, LLC, its managing member, By:  
ORIX Capital Markets, LLC, its managing member, by: /s/ Paul Wilson, Chief Financial  
Officer  
08/23/2018  
\_\_\_\_\_  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).

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- (1) Owned directly by ORIX HLHZ Holding LLC. Also owned indirectly, through subsidiaries, by ORIX Corporation.
- (2) Represents Class A Common Stock received upon conversion of Class B Common Stock.  
Reflects a weighted average sale price of \$48.0421 per share, at prices ranging from \$48.00 to \$48.115 per share. The Reporting Person
- (3) will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) Convertible into Class A Common Stock on a one-for-one basis, upon transfer or final conversion dates.

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

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