

HOULIHAN LOKEY, INC.
Form SC 13D/A
June 02, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
§ 204.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§240.13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

Houlihan Lokey, Inc.
(Name of Issuer)

Class A Common Stock, \$0.001 par value per share
(Title of Class of Securities)

441593100
(CUSIP Number)

Ryan Farha
ORIX HLHZ Holding LLC
1717 Main Street, Suite 1100
Dallas, Texas 75201
214-237-2242
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 17, 2017
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

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NAME OF REPORTING PERSON

1. ORIX HLHZ Holding LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (See
Instructions)

2. (A)
(B)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) or 2(E)

5.

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6. Delaware

SOLE VOTING POWER

7. 0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8. 43,983,299

SOLE DISPOSITIVE POWER

9. 0

SHARED DISPOSITIVE POWER

10. 14,710,331

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

43,983,299

12. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

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

66.6%

14. TYPE OF REPORTING PERSON
(See Instructions)

OO

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NAME OF REPORTING PERSON

1. ORIX Corporation

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (See
Instructions)

2. (A)
(B)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) or 2(E)

5.

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6.

Tokyo, Japan
SOLE VOTING POWER

7. 0

NUMBER OF SHARED VOTING POWER

8. 43,983,299

OWNED BY EACH SOLE DISPOSITIVE POWER

9. 0

SHARED DISPOSITIVE POWER

10. 14,710,331

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY

EACH REPORTING PERSON

43,983,299

12. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

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

66.6%

14. TYPE OF REPORTING PERSON
(See Instructions)

CO

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The Schedule 13D, dated August 18, 2015, is filed by ORIX HLHZ Holding LLC, a Delaware limited liability company (“HLHZ”), and ORIX Corporation, a Japan corporation (“ORIX” and, together with HLHZ, the “Reporting Persons”), with respect to Class A Common Stock of Houlihan Lokey, Inc., a Delaware corporation (the “Issuer”), as amended by Amendment No. 1 thereto, dated February 6, 2017 and Amendment No. 2 thereto, dated March 15, 2017 (as so amended, the “Original Schedule 13D”), is hereby further amended as set forth below. This Amendment No. 3 to Schedule 13D does not restate disclosures in the Original Schedule 13D that are not being amended, and should be read in conjunction with the Original Schedule 13D. Capitalized terms used but not defined herein have the meanings provided in the Original Schedule 13D.

The purpose of this Amendment No. 3 is to report the conversion by HLHZ of 1,500,000 shares of Class B Common Stock into an equivalent number of shares of Class A Common Stock on May 17, 2017.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

The 43,983,299 shares of Class A Common Stock reported as beneficially owned by the Reporting Persons consist of the following. Other than the 1,500,000 shares of Class A Common Stock held by HLHZ, these shares are receivable upon conversion of a like number of shares of Class B Common Stock:

	Shares of Class A Common Stock Beneficially Owned	Percentage of Class A Common Stock Represented (a)
Reporting Persons	14,710,331 (b)	40.0%
HL Voting Trust	29,272,968 (c)	55.4%
Total	43,983,299	66.6%

(a) Based on (i) 22,026,811 shares of Class A Common Stock outstanding as of March 31, 2017 as reported in the Issuer’s Form 8-K, dated as of May 9, 2017 and filed with the Securities and Exchange Commission on May 10, 2017, plus (ii) 1,500,000 shares of Class A Common Stock newly issued upon conversion of an equivalent number of shares of Class B Common Stock held by HLHZ on May 17, 2017. Each calculation assumes conversion of the Class B Common Stock into the number of shares of Class A Common Stock listed in that row and assumes no other holders of Class B Common Stock convert their shares.

(b) Reflects the repurchase by the Issuer of 6,900,000 shares of Class B Common Stock from HLHZ on April 5, 2017 in settlement of the Purchase Agreement, as previously reported in the Original Schedule 13D.

(c) Based on 29,272,968 shares of Class B Common Stock subject to the HL Voting Trust pursuant to Amendment No. 4 to Schedule 13D, dated April 5, 2017, filed by HL Voting Trust.

By reason of the Stockholders’ Agreement, the Reporting Persons may be deemed to beneficially own the shares in the HL Voting Trust; however, the Reporting Persons disclaim beneficial ownership of such shares. Together, the parties to the Stockholders’ Agreement hold 95.1% of the voting power of the Issuer’s outstanding capital stock.

No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Subject Shares beneficially owned by any of the Reporting Persons.

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SIGNATURES

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.

Dated: June 2, 2017

ORIX HLHZ Holding LLC

By: ORIX OpCo Holdings, LLC,
its managing member

By: ORIX Capital Markets, LLC,
its managing member

By: /s/ Paul Wilson

Name: Paul Wilson

Title: Chief Financial Officer

ORIX Corporation

By: /s/ Hideto Nishitani

Name: Hideto Nishitani

Title: Executive Officer