

Lazard Ltd  
Form 8-K  
November 12, 2013

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 6, 2013**

**Lazard Ltd**  
**(Exact Name of Registrant as Specified in its Charter)**

**Bermuda**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-32492**  
**(Commission**

**File Number)**  
**Clarendon House**

**98-0437848**  
**(IRS Employer**

**Identification Number)**

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**2 Church Street**

**Hamilton, Bermuda HM 11**

**(Address of Principal Executive Office)**

**Registrant's telephone number, including area code: (441) 295-1422**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On November 6, 2013, Lazard Group LLC ( "Lazard Group" ), a subsidiary of Lazard Ltd, entered into an underwriting agreement (the "Underwriting Agreement" ) with Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters listed on Schedule I thereto (collectively, the "Underwriters" ), pursuant to which Lazard Group agreed to sell and the Underwriters agreed to purchase, subject to and upon terms and conditions set forth therein, an aggregate of \$500 million of Lazard Group's 4.250% Senior Notes due 2020 in a registered public offering (the "Offering" ) pursuant to Lazard Group's shelf registration statement on Form S-3, filed with the Securities and Exchange Commission (the "Commission" ) on May 26, 2011, as amended by Amendment No. 1 thereto filed with the Commission on July 20, 2011 (Registration No. 333-174547).

The description above is qualified in its entirety by reference to the Underwriting Agreement, filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated November 6, 2013, among Lazard Group LLC and Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters listed on Schedule I thereto
12.1	Computation of Ratios of Earnings to Fixed Charges of Lazard Group

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Lazard Ltd**

By: /s/ Matthieu Bucaille  
Name: Matthieu Bucaille  
Title: Chief Financial Officer

Date: November 12, 2013

**EXHIBIT INDEX**

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