

Lazard Ltd  
Form 8-K  
May 01, 2014

**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): April 29, 2014**

**Lazard Ltd**

**(Exact name of registrant as specified in its charter)**

**Bermuda**

**(State or other jurisdiction of incorporation)**

**001-32492**  
**(Commission File Number)**

**98-0437848**  
**(IRS Employer Identification No.)**

**Clarendon House, 2 Church Street, Hamilton, Bermuda**  
**(Address of Principal Executive Offices)**

**HM 11**  
**(Zip Code)**

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

**Not Applicable**

**(Former name or former address, if changed since last report)**

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 2.02 Results of Operations and Financial Condition.**

On May 1, 2014, Lazard Ltd (the Company) issued a press release announcing financial results for its first quarter ended March 31, 2014. A copy of the Company's press release containing this information is being furnished as Exhibit 99.1 to this Report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 29, 2014, the Company held its 2014 Annual General Meeting of Shareholders, at which shareholders (i) voted upon the election of Kenneth M. Jacobs, Philip A. Laskawy and Michael J. Turner to the Board of Directors for a three-year term expiring in 2017; (ii) voted upon the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014 and authorization of the Company's Board of Directors, acting by its Audit Committee, to set their remuneration; and (iii) voted, on a non-binding advisory basis, upon a resolution regarding executive compensation.

The shareholders elected all three directors, ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014, and approved, in a non-binding advisory vote, the resolution regarding executive compensation.

On each matter voted upon, the Company's Class A common stock and Class B common stock voted together as a single class. The number of votes cast for, against or withheld and the number of abstentions and broker non-votes with respect to each matter voted upon, as reported by our tabulation agent, Computershare, Inc., is set forth below.

	<b>For</b>	<b>Withheld</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>1. Election of Directors:</b>				
Kenneth M. Jacobs	94,767,260	842,628	*	23,419,774
Philip A. Laskawy	95,081,559	528,329	*	23,419,774
Michael J. Turner	95,104,860	505,028	*	23,419,774
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>2. Ratification of the appointment of Deloitte &amp; Touche LLP as the Company's independent registered public accounting firm for 2014 and authorization of the Company's Board of Directors, acting by its Audit Committee, to set their remuneration</b>	117,814,630	924,918	290,114	0
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>3. A non-binding advisory vote regarding executive compensation</b>	93,933,634	1,083,424	592,830	23,419,774

\* Not applicable

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are furnished as part of this Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	Press Release issued on May 1, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**LAZARD LTD**

(Registrant)

By: /s/ Scott D. Hoffman  
Name: Scott D. Hoffman  
Title: Managing Director and General  
Counsel

Dated: May 1, 2014

**EXHIBIT INDEX**

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