

COHEN & STEERS INC  
Form 8-K  
February 10, 2006

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

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**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): February 9, 2006

**Cohen & Steers, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-32236**  
(Commission  
File Number)

**14-1904657**  
(IRS Employer  
Identification Number)

**280 Park Avenue, New York, New York**  
(Address of Principal Executive Office)

**10017**  
(Zip Code)

Registrant's telephone number, including area code: (212) 832-3232

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(Former Name or Former Address, if Changed Since Last Report)

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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))
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**Item 8.01. Other Events**

On February 9, 2006, certain of our stockholders sold an aggregate of 1,750,000 of our shares of common stock in a transaction underwritten by Merrill Lynch & Co. In conjunction with this transaction, we, certain of our stockholders and Merrill Lynch & Co. entered into a purchase agreement. A copy of the purchase agreement is attached to this Current Report on Form 8-K as Exhibit No. 99.1.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Purchase Agreement, dated February 9, 2006, by and among Cohen & Steers, Inc. (the Company ), certain stockholders of the Company and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated.

**SIGNATURE**

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.

COHEN & STEERS, INC.

Date: February 9, 2006

By: /s/ Matthew S. Stadler  
Name: Matthew S. Stadler  
Title: Executive Vice President and  
  
Chief Financial Officer

**EXHIBIT INDEX**

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