

Lazard Ltd
Form S-8
February 10, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

LAZARD LTD

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0437848
(I.R.S. Employer
Identification No.)

Clarendon House

2 Church Street

Hamilton HM 11, Bermuda

(441) 295-1422

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Lazard Ltd 2008 Incentive Compensation Plan

(Full title of the plan)

Scott D. Hoffman, Esq.

Lazard Ltd

30 Rockefeller Plaza

New York, New York 10020

(212) 632-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Erik R. Tavzel, Esq.

Cravath, Swaine & Moore LLP

Worldwide Plaza

825 Eighth Avenue

New York, NY 10019

(212) 474-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company) Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Class A common stock, par value \$0.01 per share	30,000,000	\$42.17	\$1,265,100,000	\$162,944.88

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also includes (i) such additional shares of common stock as may be required pursuant to the anti-dilution provisions of the Lazard Ltd 2008 Incentive Compensation Plan (the Plan) and (ii) an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Estimated pursuant to Rule 457(h) and 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices of the securities being registered hereby on the New York Stock Exchange on February 3, 2014.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities under the Plan. A Registration Statement on Form S-8 has been filed previously on November 4, 2008 (File No. 333-154977) for the existing securities under the Plan.

EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed on November 4, 2008 (File No. 333-154977) are incorporated herein by reference and made a part hereof.

This Registration Statement on Form S-8 is filed by Lazard Ltd, a Bermuda exempted company (the Company), to register an additional 30,000,000 shares of the Company's Class A common stock, par value \$0.01 per share, which may be awarded under the Lazard Ltd 2008 Incentive Compensation Plan.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 5.1 Opinion of Conyers Dill & Pearman Limited.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page to this Registration Statement).
- 99.1 Lazard Ltd 2008 Incentive Compensation Plan (incorporated by reference to Annex B to the Company's Definitive Proxy Statement on Schedule 14A (File No. 001-32492) filed on March 24, 2008).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Lazard Ltd certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 10, 2014.

LAZARD LTD

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Scott D. Hoffman and Matthieu Bucaille, and each of them (with full power to act alone), his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, of and supplements to this registration statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto any such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of their respective substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kenneth M. Jacobs Kenneth M. Jacobs	Chairman, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 10, 2014
/s/ Matthieu Bucaille Matthieu Bucaille	Chief Financial Officer (<i>Principal Financial Officer</i>)	February 10, 2014
/s/ Dominick Ragone Dominick Ragone	Chief Accounting Officer	February 10, 2014
/s/ Andrew M. Alper Andrew M. Alper	Director	February 10, 2014

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<i>/s/ Ashish Bhutani</i> Ashish Bhutani	Director	February 10, 2014
<i>/s/ Steven J. Heyer</i> Steven J. Heyer	Director	February 10, 2014
<i>/s/ Sylvia Jay</i> Sylvia Jay	Director	February 10, 2014
<i>/s/ Philip A. Laskawy</i> Philip A. Laskawy	Director	February 10, 2014

<i>/s/ Laurent Mignon</i>	Director	February 10, 2014
Laurent Mignon		
<i>/s/ Richard D. Parsons</i>	Director	February 10, 2014
Richard D. Parsons		
<i>/s/ Hal S. Scott</i>	Director	February 10, 2014
Hal S. Scott		
<i>/s/ Michael J. Turner</i>	Director	February 10, 2014
Michael J. Turner		

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the undersigned as the duly authorized representative of Lazard Ltd in the United States on February 10, 2014.

/s/ Scott D. Hoffman
Scott D. Hoffman

EXHIBIT INDEX

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