

Lazard Ltd  
Form 8-K  
April 27, 2012

**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 24, 2012**

**Lazard Ltd**

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

**Bermuda**

**(State or other jurisdiction**

**of incorporation)**

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**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 April 27, 2012, Lazard Ltd issued a press release announcing financial results for its fiscal first quarter ended March 31, 2012. A copy of Lazard Ltd'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 Lazard Ltd under the Securities Act of 1933 (the Securities Act) or the Exchange Act.

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

On April 24, 2012, Lazard Ltd held its Annual General Meeting of Shareholders, at which shareholders (i) voted on the election of Ashish Bhutani, Steven J. Heyer, Sylvia Jay and Vernon E. Jordan, Jr. to the Board of Directors for a three-year term expiring in 2015, (ii) voted on the ratification of the appointment of Deloitte & Touche LLP as Lazard's independent registered public accounting firm for 2012 and authorization of Lazard's Board of Directors, acting by its Audit Committee, to set their remuneration and (iii) voted, on a non-binding advisory basis, on a resolution regarding executive compensation. The shareholders elected all four directors, approved the ratification of the appointment of Deloitte & Touche LLP as Lazard's independent registered public accounting firm for 2012 and approved, in a non-binding advisory vote, a resolution regarding executive compensation. On each matter voted upon, the 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 on, as reported by our tabulating agent, Computershare, is set forth below.

|   | For         | Withheld   | Abstain   | Broker Non-Votes |
|---|-------------|------------|-----------|------------------|
| 1. Election of Directors:   |             |            |           |                  |
| Ashish Bhutani  | 100,418,394 | 3,451,237  | *         | 12,969,040       |
| Steven J. Heyer   | 89,267,044  | 14,602,587 | *         | 12,969,040       |
| Sylvia Jay  | 89,254,634  | 14,614,997 | *         | 12,969,040       |
| Vernon E. Jordan, Jr.   | 100,248,130 | 3,621,501  | *         | 12,969,040       |
|   | For         | Against    | Abstain   | Broker Non-Votes |
| 2. Ratification of the appointment of Deloitte & Touche LLP as Lazard's independent registered public accounting firm for 2012 and authorization of Lazard's Board of Directors, acting by its Audit Committee, to set their remuneration | 115,650,823 | 1,124,925  | 62,923    | 0                |
|   | For         | Against    | Abstain   | Broker Non-Votes |
| 3. A non-binding advisory vote regarding executive compensation   | 52,583,324  | 48,187,455 | 3,098,852 | 12,969,040       |

\* Not applicable

**Item 9.01 Financial Statements and Exhibits**

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

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>           |
|---------------------------|---|
| 99.1                      | Press Release issued on April 27, 2012. |

**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: April 27, 2012

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>           |
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| 99.1                      | Press Release issued on April 27, 2012. |