

CBRE GROUP, INC.  
Form 8-K  
January 11, 2017

**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): January 11, 2017**

**CBRE GROUP, INC.**

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

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

**001-32205**  
**(Commission**  
  
**File Number)**

**94-3391143**  
**(IRS Employer**  
  
**Identification No.)**

**400 South Hope Street, 25<sup>th</sup> Floor, Los Angeles,  
California**

**90071**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**(213) 613-3333**

**Registrant's Telephone Number, Including Area Code**

**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:

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(b))

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))

This Current Report on Form 8-K is filed by CBRE Group, Inc., a Delaware corporation (the Company), in connection with the matters described herein.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On and effective as of January 11, 2017, the Board of Directors (the Board) of the Company amended and restated the Company's by-laws (the By-Laws) to implement proxy access. As amended, the By-Laws include a new Article I, Section 12 permitting a stockholder, or a group of up to 20 stockholders, owning continuously for at least three years a number of shares that constitutes at least 3% of the Company's outstanding shares, to nominate and include in the Company's proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the By-Laws. The amended By-Laws also reflect certain conforming and clarifying changes in Article I, Section 11 of the By-Laws.

The foregoing description is qualified in its entirety by reference to the full text of the By-Laws, a copy of which is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
3.1	Amended and Restated By-Laws of CBRE Group, Inc.

**SIGNATURE**

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

Date: January 11, 2017

CBRE GROUP, INC.

By: /s/ GIL BOROK

Gil Borok

*Deputy Chief Financial Officer and Chief  
Accounting Officer*

**EXHIBIT INDEX**

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