

Lazard Ltd
Form 8-K
April 25, 2019

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 23, 2019

Lazard Ltd

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction

of incorporation)

Clarendon House, 2 Church Street, Hamilton, Bermuda

001-32492
(Commission

File Number)

98-0437848
(IRS Employer

Identification No.)

HM 11

(Address of Principal Executive Offices)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On April 25, 2019, Lazard Ltd (the Company) issued a press release announcing financial results for its first quarter ended March 31, 2019. 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 23, 2019, the Company held its 2019 Annual General Meeting of Shareholders (the Annual General Meeting), at which the shareholders of the Company (i) elected Richard N. Haass, Jane L. Mendillo and Richard D. Parsons to the Company's Board of Directors for a three-year term expiring at the conclusion of the Company's annual general meeting in 2022, (ii) approved, on a non-binding advisory basis, a resolution regarding executive compensation, and (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2019 and authorized the Company's Board of Directors, acting by its Audit Committee, to set their remuneration.

The number of votes cast for, against or withheld, as applicable, 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.

| | For | Withheld | Abstain | Broker Non-Votes |
|--|-------------|-----------------|----------------|-------------------------|
| 1. Election of Directors: | | | | |
| Richard N. Haass | 81,603,470 | 2,705,304 | * | 21,799,430 |
| Jane L. Mendillo | 82,008,433 | 2,300,341 | * | 21,799,430 |
| Richard D. Parsons | 81,278,854 | 3,029,920 | * | 21,799,430 |
| | For | Against | Abstain | Broker Non-Votes |
| 2. Non-binding advisory vote regarding executive compensation | 78,761,193 | 3,978,177 | 1,569,404 | 21,799,430 |
| | For | Against | Abstain | Broker Non-Votes |
| 3. Ratification of appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2019 and authorization of the Company's Board of Directors, acting by its Audit Committee, to set their remuneration | 105,537,707 | 477,861 | 92,636 | |

* 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:

Exhibit

| Number | Description of Exhibit |
|---------------|---|
| 99.1 | Press Release issued on April 25, 2019. |

EXHIBIT INDEX

Exhibit

| Number | Description of Exhibit |
|---------------|---|
| 99.1 | <u>Press Release issued on April 25, 2019</u> |

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: Chief Administrative Officer and
General Counsel

Dated: April 25, 2019