

CBRE GROUP, INC.  
Form 8-K  
May 29, 2015

**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): May 28, 2015**

**CBRE GROUP, INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

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

**001-32205**  
**(Commission**

**File Number)**

**94-3391143**  
**(IRS Employer**

**Identification No.)**

**90071**

**Los Angeles, California**  
**(Address of Principal Executive Offices)**  
**(213) 613-3333**

**(Zip Code)**

**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 1.01 Entry into a Material Definitive Agreement**

On May 28, 2015, the Company, CBRE Services, Inc., which is a subsidiary of the Company ( Services ), certain other subsidiaries of the Company (such subsidiaries, together with Services, the Borrowers), the lenders party thereto and Credit Suisse AG, as Administrative Agent and Collateral Agent, entered into a First Amendment (the First Amendment) to the Second Amended and Restated Credit Agreement dated as of January 9, 2015 (the Credit Agreement).

Pursuant to the Credit Agreement, the Borrowers may request that the Administrative Agent release all or a portion of the pledged collateral thereunder if Services obtains Investment Grade Status (as defined in the Credit Agreement) and maintains that status for 90 consecutive days. Services obtained Investment Grade Status on March 10, 2015. On May 8, 2015, the Borrowers requested the release of all pledged collateral under the Credit Agreement effective on and as of June 9, 2015, assuming that Services maintains Investment Grade Status through that date.

The First Amendment removes a requirement in the Credit Agreement that the Borrowers and the Guarantors (as defined in the Credit Agreement) re-pledge collateral (upon the request of the Collateral Agent) if Services ceases to maintain Investment Grade Status following a collateral release under the Credit Agreement, such that (after giving effect to the First Amendment) the Borrowers and the Guarantors will no longer need to re-pledge collateral.

The foregoing description of the First Amendment does not purport to be complete and is qualified by reference to the copy of the First Amendment filed herewith as Exhibit 10.1, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The exhibit listed below is being filed with this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
10.1	First Amendment to the Second Amended and Restated Credit Agreement, dated as of May 28, 2015, among CBRE Group, Inc., CBRE Services, Inc., certain subsidiaries of CBRE Services, Inc., the lenders party thereto and Credit Suisse AG, as administrative agent and collateral agent.

**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: May 28, 2015

CBRE GROUP, INC.

By: /s/ GIL BOROK  
Gil Borok

Deputy Chief Financial Officer and Chief

Accounting Officer

**EXHIBIT INDEX**

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