

Lazard Ltd  
Form 8-K  
April 26, 2013

**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, 2013**

**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 26, 2013, Lazard Ltd (the Company) issued a press release announcing financial results for its first quarter ended March 31, 2013. 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, 2013, the Company held its 2013 Annual General Meeting of Shareholders, at which shareholders (i) voted upon the election of Laurent Mignon, Richard D. Parsons and Hal S. Scott to the Board of Directors for a three-year term expiring in 2016; (ii) voted upon the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2013 and authorization of the Company's Board of Directors, acting by its Audit Committee, to set their remuneration, (iii) voted, on a non-binding advisory basis, upon a resolution regarding executive compensation and (iv) voted, on a non-binding advisory basis, upon a shareholder proposal regarding the separation of the Company's Chairman and Chief Executive Officer positions.

The shareholders elected all three directors, approved the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2013, and approved, in a non-binding advisory vote, the resolution regarding executive compensation.

The shareholders did not approve the non-binding shareholder proposal regarding the separation of the Company's Chairman and Chief Executive Officer positions.

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On each matter voted upon, the Company's 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 upon, as reported by our tabulation agent, Computershare, Inc., is set forth below.

	For	Withheld	Abstain	Broker Non-Votes
1. Election of Directors:				
Laurent Mignon	89,995,515	11,501,894	*	19,323,477
Richard D. Parsons	100,787,077	710,332	*	19,323,477
Hal S. Scott	100,587,313	910,096	*	19,323,477

	For	Against	Abstain	Broker Non-Votes
2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2013 and authorization of the Company's Board of Directors, acting by its Audit Committee, to set their remuneration	120,161,449	642,344	17,093	0

	For	Against	Abstain	Broker Non-Votes
3. A non-binding advisory vote regarding executive compensation	98,490,138	2,563,053	443,218	19,323,477

	For	Against	Abstain	Broker Non-Votes
4. A non-binding shareholder proposal regarding the separation of the Company's Chairman and Chief Executive Officer positions	31,263,274	70,004,842	229,293	19,323,477

\* 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 26, 2013.

**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 26, 2013

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
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