

LAZARD GROUP LLC

FORM 8-K (Current report filing)

Filed 6/19/2007 For Period Ending 6/18/2007

Address	30 ROCKEFELLER PLAZA NEW YORK, New York 10020
Telephone	(212) 632-6000
CIK	0001326141
Industry	Not Assigned
Fiscal Year	12/31

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**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): June 18, 2007

Lazard Group LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-126751
(Commission File Number)

51-0278097
(I.R.S. Employer
Identification No.)

30 Rockefeller Plaza, New York
New York, 10020
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 212-632-6000

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)
 - 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))
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Item 8.01. Other Events.

On June 18, 2007, Lazard Ltd issued a press release announcing that its subsidiary Lazard Group LLC has priced an offering of \$600 million aggregate principal amount of senior notes due 2017. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The senior notes have not been registered under the Securities Act, or any state securities laws, and may not be offered or sold in the United States absent registration, except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. The information contained in this Report is neither an offer to sell nor a solicitation to buy any of the senior notes and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

The following exhibits are filed as part of this Report on Form 8-K:

99.1 Press Release issued on June 18, 2007.

SIGNATURES

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

LAZARD GROUP LLC,

By: /s/ Scott D. Hoffman

Name: Scott D. Hoffman

Title: Managing Director and General Counsel

Date: June 19, 2007

EXHIBIT INDEX

99.1 Press Release issued on June 18, 2007.

LAZARD

For immediate release

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LAZARD ANNOUNCES PLACEMENT OF \$600 MILLION OF SENIOR NOTES

NEW YORK, June 18, 2007 — Lazard Ltd (NYSE:LAZ) announced today that its subsidiary Lazard Group LLC has priced an offering of \$600 million aggregate principal amount of senior notes due 2017. The notes will be senior unsecured obligations of Lazard Group LLC. The notes will be sold at 99.702% and will bear interest at a rate of 6.85%. The sale of the notes is expected to close on June 21, 2007, subject to customary closing conditions.

Lazard Group intends to use the net proceeds from the sale of the notes for (i) expansion of our Financial Advisory and Asset Management businesses, (ii) other strategic acquisitions or investments, (iii) repayment, in the near future, of Lazard Group's \$96 million senior promissory note and \$50 million subordinated promissory note, each of which are due in February 2008, and (iv) general corporate purposes.

The notes are being offered in a private placement under Rule 144A, have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This notice shall not constitute an offer to sell or the solicitation of an offer to buy any securities.

Lazard, one of the world's preeminent financial advisory and asset management firms, operates from 29 cities across 16 countries in North America, Europe, Asia, Australia and South America. With origins dating back to 1848, the firm provides advice on mergers and acquisitions, restructuring and capital raising, as well as asset management services to corporations, partnerships, institutions, governments, and individuals.

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Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements". In some cases, you can identify these statements by forward-looking words such as "may", "might", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential" or "continue", and the negative of these terms and other comparable terminology. These forward-looking statements are not historical facts but instead represent only our belief regarding future results, many of which, by their nature, are inherently uncertain and outside of our control. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by these forward-looking statements.

These factors include, but are not limited to, those discussed in our Annual Report on Form 10-K under Item 1A "Risk Factors", and also disclosed from time to time in reports on Forms 10-Q and 8-K including the following:

- *A decline in general economic conditions or the global financial markets;*
- *Losses caused by financial or other problems experienced by third parties;*
- *Losses due to unidentified or unanticipated risks;*
- *A lack of liquidity, i.e., ready access to funds, for use in our businesses; and*
- *Competitive pressure.*