

LAZARD LTD

FORM 8-K (Current report filing)

Filed 04/22/08 for the Period Ending 04/22/08

Telephone	(441) 295-1422
CIK	0001311370
Symbol	LAZ
SIC Code	6282 - Investment Advice
Industry	Investment Services
Sector	Technology
Fiscal Year	12/31

**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 22, 2008

Lazard Ltd

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation)

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)

441-295-1422

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 (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 7.01 Regulation FD Disclosure

On April 22, 2008, Lazard Ltd issued a Notice of Remarketing to holders of its 6.625% Equity Security Units and to holders of the related 6.120% Senior Notes initially due 2035 (the "Senior Notes") of Lazard Group LLC regarding a remarketing of the Senior Notes to commence on May 2, 2008. A copy of the Notice of Remarketing is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information set forth in this Item 7.01 and in Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The inclusion of information under this Item 7.01 and in Exhibit 99.1 hereto shall not be deemed an admission by Lazard Ltd as to the materiality thereof.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Senior Notes in the remarketing in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Notice of Remarketing

SIGNATURES

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

LAZARD LTD
(Registrant)

By: /s/ Michael J. Castellano

Name: Michael J. Castellano
Title: Chief Financial Officer

Dated: April 22 , 2008

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Notice of Remarketing

LAZARD

NOTICE OF REMARKETING TO HOLDERS OF

LAZARD LTD 6.625% EQUITY SECURITY UNITS (CUSIP NO. G54050 11 0)

AND RELATED

LAZARD GROUP LLC 6.120% SENIOR NOTES INITIALLY DUE 2035 (CUSIP NO. 52107R AA 1)

Remarketing of the Senior Notes

Pursuant to the Purchase Contract Agreement dated as of May 10, 2005 (the "Purchase Contract Agreement"), between Lazard Ltd ("Lazard") and The Bank of New York, acting as purchase contract agent and attorney-in-fact ("Purchase Contract Agent") for the holders of the Lazard Ltd 6.625% Equity Security Units (the "ESUs"), Lazard will engage in a remarketing of the outstanding 6.120% Senior Notes initially due 2035 (the "Senior Notes") of Lazard Group LLC ("Lazard Group") on May 2, 2008. In connection with the remarketing, Lazard Group expects that it (or one of its subsidiaries) will purchase all (or a substantial portion) of the remarketed Senior Notes. Notwithstanding this expectation, the decision by Lazard Group (or one of its subsidiaries) to purchase any or all of the remarketed Senior Notes will be at the sole discretion of Lazard Group. Lazard and Lazard Group have retained Lazard Frères & Co. LLC to act as remarketing agent and may retain a co-remarketing agent (the "Remarketing Agent").

As a result of current conditions in the debt capital markets, Lazard and Lazard Group believe that it may not be advisable to remarket the Senior Notes to third parties at this time. Lazard expects therefore to utilize its strong cash position to purchase all (or a substantial portion) of the remarketed Senior Notes. Lazard Group may resell any Senior Notes it (or one of its subsidiaries) purchases in the remarketing at a later date. The Remarketing Agent will receive a remarketing fee of 0.25% of the aggregate principal amount of the remarketed Senior Notes.

In a remarketing in which Lazard Group (or one of its subsidiaries) does not participate, in whole or in substantial part, the maturity of all Senior Notes, including those not participating in the remarketing, will be reset at Lazard's option to a date no earlier than May 15, 2010 and no later than May 15, 2035, and interest on all Senior Notes, including those not participating in the remarketing, from and after May 15, 2008 will accrue at the reset rate determined by the Remarketing Agent and be payable semi-annually in arrears. If Lazard Group (or one of its subsidiaries) purchases all (or a substantial portion) of the remarketed Senior Notes, Lazard Group expects that the maturity of all Senior Notes would be reset to May 15, 2010 and that the interest rate on all Senior Notes would be reset to 4.00%. In addition, other changes and modifications, which would not be materially adverse to the holders of Senior Notes, may be made to the Senior Notes in connection with the remarketing.

Holders of ESUs Qualifying as Normal Units

If you hold Normal Units (as defined in the Purchase Contract Agreement), the Senior Notes constituting a component thereof will be automatically remarketed unless:

(i) not later than 10:00 a.m., New York City time, on April 28, 2008, you early settle the related purchase contracts under Section 5.09 of the Purchase Contract Agreement, or

(ii) not later than 5:00 p.m., New York City time, on April 28, 2008, you opt-out of the remarketing and cash settle the related purchase contracts under Section 5.04(b)(iv) of the Purchase Contract Agreement by delivering the required notice and \$25.00 per ESU to the Purchase Contract Agent.

If you take no action and hold ESUs qualifying as Normal Units, the Senior Notes constituting a component of your ESUs will be automatically remarketed.

Holders of Separately Held Senior Notes

If you hold a Senior Note that is not a part of an ESU (“Separate Notes”), your Separate Notes will not be remarketed unless, not later than 5:00 p.m., New York City time, on April 28, 2008, you elect to include your Separate Notes in the remarketing under Section 4.05(e) of the Pledge Agreement (as defined in the Purchase Contract Agreement). Any such election will be irrevocable after 5:00 p.m., New York City time, on April 28, 2008.

If you hold Separate Notes, you need to take the above actions to include your Separate Notes in the remarketing. If you take no action, your Separate Notes will not be remarketed.

If you are a beneficial owner of ESUs or Separate Notes that are held of record in the name of your broker, you will need to cause your broker to take the actions described above on your behalf via the Deposit/Withdrawal at Custodian system, or DWAC system, of The Depository Trust Company.

The information regarding the ESUs and the Senior Notes and the events described herein is qualified in its entirety by Lazard Ltd’s Prospectus dated May 4, 2005 pursuant to which the ESUs were issued, by the Purchase Contract Agreement and by the Pledge Agreement and Indenture (and supplemental indentures thereto) referred to in the Purchase Contract Agreement. The Senior Notes to be remarketed may be sold through the delivery of a prospectus (the “Remarketing Prospectus”), which, if applicable, will be filed with the Securities and Exchange Commission (the “SEC”). A copy of the Remarketing Prospectus, if any, may be obtained, after it is filed with the SEC, at no charge from Lazard Ltd by contacting Investor Relations at (212) 632-1905, or from the SEC’s web site at www.sec.gov.

This notice shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Senior Notes in the remarketing in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

For additional information regarding the ESUs, the Senior Notes and the remarketing, you may contact:

Lazard Investor Relations at (212) 632-1905.

April 22, 2008