

Lazard Ltd  
Form 8-K  
January 26, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) January 24, 2006**

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**Lazard Ltd**

**(Exact Name of Registrant as Specified in Its Charter)**

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**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**

**HM 11**

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(Address of Principal Executive Offices)

(Zip Code)

441-295-1422

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement**

Lazard Ltd may, from time to time, grant various awards to its executive officers under the Lazard's Equity Incentive Plan. A form of award grant agreement is attached hereto as Exhibit 10.1 to this Report on Form 8-K and is incorporated herein by reference.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On January 24, 2006, the Board of Directors of Lazard Ltd (the Board) elected Dr. John K. Shank to the Board. A copy of Lazard Ltd's press release announcing this information is being furnished as Exhibit 99.1 to this Report on Form 8-K and is incorporated herein by reference. Dr. Shank has been appointed as a member of the Audit Committee of the Board.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits.**

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

- 10.1 Form of Agreement evidencing a grant of Restricted Stock Units to Executive Officers under the Lazard 2005 Equity Incentive Plan
- 99.1 Press Release issued on January 24, 2006.

**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, thereunto duly authorized.

Dated: January 26, 2006

**LAZARD LTD**

By:           /s/ Scott D. Hoffman          

Name: Scott D. Hoffman

Title: Managing Director and General Counsel

EXHIBIT INDEX

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