

As filed with the Securities and Exchange Commission on February 23, 2023.

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

LAZARD LTD

(Exact name of registrant as specified in its charter)

Bermuda
 (State or other jurisdiction of
 incorporation or organization)

98-0437848
 (I.R.S. Employer
 Identification No.)

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
(441) 295-1422

(Address, including zip code, and telephone number, including area code, of registrant’s principal executive offices)

Lazard Ltd 2018 Incentive Compensation Plan
 (Full title of the plan)

Scott D. Hoffman, Esq.
Lazard Ltd
30 Rockefeller Plaza
New York, New York 10112
(212) 632-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Nicholas A. Dorsey, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is filed by Lazard Ltd (the “Company”) pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed on April 30, 2018 (No. 333-224552) are incorporated by reference herein and made a part hereof, except as supplemented, amended or superseded by the information set forth below. This Registration Statement on Form S-8 is filed by the Company to register an additional 20,000,000 shares of the Company’s Class A common stock, par value \$0.01 per share that may become issuable under the Lazard Ltd 2018 Incentive Compensation Plan, as amended.

Part II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- [5.1](#) [Opinion of Conyers Dill & Pearman, Bermuda, regarding legality.](#)
 - [23.1](#) [Consent of Independent Registered Public Accounting Firm.](#)
 - 23.2 Consent of Conyers Dill & Pearman (included in [Exhibit 5.1](#)).
 - [24.1](#) [Power of Attorney \(included on signature page to this Registration Statement\).](#)
 - [99.1](#) [Lazard Ltd 2018 Incentive Compensation Plan \(incorporated by reference to Annex B to the Company’s Definitive Proxy Statement on Schedule 14A \(File No. 001-32492\) filed on March 15, 2018\).](#)
 - [99.2](#) [First Amendment to the Lazard Ltd 2018 Incentive Compensation Plan \(incorporated by reference to Annex B to the Company’s Definitive Proxy Statement on Schedule 14A \(File No. 001-32492\) filed on March 16, 2021\).](#)
 - [107](#) [Filing Fee Table](#)
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SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 23rd day of February, 2023.

LAZARD LTD

By: /s/ Mary Ann Betsch

Name: **Mary Ann Betsch**

Title: **Chief Financial Officer**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints MARY ANN BETSCH and SCOTT D. HOFFMAN, and each of them (with full power to act alone), his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, of and supplements to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto any such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of their respective substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Kenneth M. Jacobs</u> Kenneth M. Jacobs	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2023
<u>/s/ Mary Ann Betsch</u> Mary Ann Betsch	Chief Financial Officer (Principal Financial Officer)	February 23, 2023
<u>/s/ Dominick Ragone</u> Dominick Ragone	Chief Accounting Officer	February 23, 2023
<u>/s/ Ann-Kristin Achleitner</u> Ann-Kristin Achleitner	Director	February 23, 2023
<u>/s/ Andrew M. Alper</u> Andrew M. Alper	Director	February 23, 2023
<u>/s/ Richard N. Haass</u> Richard N. Haass	Director	February 23, 2023
<u>/s/ Michelle Jarrard</u> Michelle Jarrard	Director	February 23, 2023
<u>/s/ Iris Knobloch</u> Iris Knobloch	Director	February 23, 2023
<u>/s/ Philip A Laskawy</u> Philip A. Laskawy	Director	February 23, 2023
<u>/s/ Jane L. Mendillo</u> Jane L. Mendillo	Director	February 23, 2023
<u>/s/ Richard D. Parsons</u> Richard D. Parsons	Director	February 23, 2023

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the undersigned as the duly authorized representative of Lazard Ltd in the United States.

/s/ Scott D. Hoffman

Scott D. Hoffman

Date: February 23, 2023

February 23, 2023

Matter No.:329413
Doc Ref: 22252701
+441 298-7861
robert.alexander@conyers.com

Lazard Ltd
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Ladies and Gentlemen,

Re: **Lazard Ltd (the "Company")**

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "**Commission**") on February 23, 2023 (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 20,000,000 Class A common shares, par value US\$0.01 per share (the "**Common Shares**"), issuable pursuant to the Lazard Ltd 2018 Incentive Compensation Plan, as amended by the First Amendment to the Lazard Ltd 2018 Incentive Compensation Plan dated as of April 29, 2021 (the "**Plan**", which term includes the amended and restated 2016 French sub-plan attached thereto as Exhibit A).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Assistant Secretary of the Company on February 23, 2021, and minutes of a meeting of the board of directors of the Company held on 25 February 2021, minutes of a meeting of the board of directors of the Company held on February 22, 2023, and an extract of resolutions passed at a meeting of the members of the Company held on February 29, 2021, each certified by the Assistant Secretary of the Company on February 23, 2023 (together, the "**Resolutions**") and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein, (f) the validity and binding effect under the laws of the State of New York of the Plan in accordance with its terms, (g) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein, (h) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (i) that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued common shares, (j) that the Company's shares on the date of issue of any Common Shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended, and the consent to the issue and free transfer of the Common Shares given by the Bermuda Monetary Authority dated 20 January 2005 will not have been revoked or amended at the time of issuance of any Common Shares.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by, and construed in accordance with, the laws of Bermuda and is limited to, and is given on the basis of, the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the terms of the Plan, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Yours faithfully,

Conyers Dill & Pearman Limited

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 23, 2023, relating to the financial statements of Lazard Ltd and the effectiveness of the Lazard Ltd's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

New York, New York
February 23, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)**Lazard Ltd**
(Exact Name of Registrant as Specified in its Charter)Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1) (2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee (4)
Equity	Class A Common Stock, par value \$0.01 per share ("Common Stock")	Other	20,000,000	\$36.67	\$733,400,000.00	\$110.20 per \$1,000,000	\$80,820.68
Total Offering Amounts					\$733,400,000.00		\$80,820.68
Total Fee Offsets							--
Net Fee Due							\$80,820.68

(1) This registration statement (this "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") by Lazard Ltd (the "Registrant") to register 20,000,000 additional shares of Common Stock which may be issued under the Lazard Ltd 2018 Incentive Compensation Plan (as the same may be further amended from time to time, the "2018 Plan").

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that may become issuable under the 2018 Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of the registrant's outstanding shares of Common Stock.

(3) Estimated, solely for the purpose of calculating the registration fee, pursuant to Rules 457(c) and 457(h)(1) promulgated under the Securities Act, based on the average of the high and low sales prices for the Common Stock reported on the New York Stock Exchange on February 21, 2023.

(4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$110.20 per \$1,000,000 of the proposed maximum aggregate offering price.