

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**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) **December 6, 2005**

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

On December 6, 2005, Professor Robert C. Clark resigned from the Board of Directors of Lazard Ltd. A copy of his resignation letter is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

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

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

- 99.1 Resignation letter of Prof. Robert C. Clark dated December 6, 2005.

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## 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: December 6, 2005

### LAZARD LTD

By: /s/ Scott D. Hoffman

Name: Scott D. Hoffman

Title: Managing Director and General Counsel

99.1 Resignation letter of Prof. Robert C. Clark dated December 6, 2005.

**Robert C. Clark**  
Harvard Law School - HA 404  
Cambridge, MA 02138

Tel. 617-384-7397  
Fax 617-496-4232  
Email: [clark@law.harvard.edu](mailto:clark@law.harvard.edu)

December 6, 2005

Scott Hoffman  
Managing Director and  
General Counsel  
Lazard Ltd.  
30 Rockefeller Plaza, 62nd floor  
New York, NY 10020

Dear Scott:

As discussed earlier today, I am hereby resigning from my position as Director of Lazard Ltd.

As you know, Lazard has recently been retained by Carl Icahn to assist with the initiatives he is taking with respect to Time Warner Inc., on the board of which I also sit. Questions have been raised in the press and elsewhere about my membership on both boards. In order to eliminate the appearance of a conflict of interest, whether now or in the near future, and with the hope of freeing the companies from unproductive distractions, I have decided to step off the board of Lazard. I do so with regret since I think very highly of the board and top management of Lazard and have enjoyed my brief association with this extraordinary company.

Sincerely,

/s/ Robert C. Clark  
Robert C. Clark  
Harvard University  
Distinguished Service Professor