

As filed with the Securities and Exchange Commission on June 17, 2026.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Lazard, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

30 Rockefeller Plaza
New York, New York 10112
(212) 632-6000

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

Lazard, Inc. 2018 Incentive Compensation Plan
(Full title of the plan)

Christian A. Weideman
Lazard, Inc.
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:

Catherine M. Clarkin
Stephen M. Salley
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

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"/>	Smaller reporting company	<input type="checkbox"/>
	<input type="checkbox"/> (Do not check if a smaller reporting company)	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, Inc (the “Company”) pursuant to General Instruction E to Form S-8. The contents of the Registration Statements on Form S-8 previously filed on April 30, 2018 (No. 333-224552) and February 23, 2023 (No. 333-269977), each as amended on February 2, 2024, are incorporated by reference herein and made a part hereof, except as supplemented, amended or superseded by the information set forth below.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 45,000,000 shares of the Company’s common stock, par value \$0.01 per share, that may become issuable under the Lazard, Inc. 2018 Incentive Compensation Plan, as amended.

Part II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 3.1 Certificate of Incorporation of Lazard, Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Current Report (File No. 001-32492) on Form 8-K filed on January 2, 2024).
- 3.2 Certificate of Amendment, dated May 22, 2026, to the Certificate of Incorporation of Lazard, Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Current Report (File No. 001-32492) on Form 8-K filed on May 22, 2026).
- 3.3 Amended and Restated By-Laws of Lazard, Inc. (incorporated by reference to Exhibit 3.2 to the Company’s Current Report (File No. 001-32492) on Form 8-K filed on May 22, 2026).
- 5.1* [Opinion of Sullivan & Cromwell LLP.](#)
- 10.1 Lazard, Inc. 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).
- 10.2* [Third Amendment to the Lazard, Inc. 2018 Incentive Compensation Plan.](#)
- 10.3* [Fourth Amendment to the Lazard, Inc. 2018 Incentive Compensation Plan.](#)
- 23.1* [Consent of Independent Registered Public Accounting Firm.](#)
- 23.2* [Consent of Sullivan & Cromwell LLP \(included in Exhibit 5.1\).](#)
- 24.1* [Power of Attorney \(included on signature page to this Registration Statement\).](#)
- 107* Filing Fee Table

* Filed herewith.

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 17th day of June, 2026.

LAZARD, INC.

By: /s/ Peter R. Orszag
Name: Peter R. Orszag
Title: Chief Executive Officer and Chairman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints CHRISTIAN A. WEIDEMAN and SHARI L. SOLOWAY, 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
/s/ Peter R. Orszag <hr/> Peter R. Orszag	Chairman, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 17, 2026
/s/ Tracy Farr <hr/> Tracy Farr	Chief Financial Officer <i>(Principal Financial Officer)</i>	June 17, 2026
/s/ Ann-Kristin Achleitner <hr/> Ann-Kristin Achleitner	Director	June 17, 2026
/s/ Andrew M. Alper <hr/> Andrew M. Alper	Director	June 17, 2026
/s/ Peter Harrison <hr/> Peter Harrison	Director	June 17, 2026
/s/ Stephen R. Howe Jr. <hr/> Stephen R. Howe Jr.	Director	June 17, 2026
/s/ Michelle Jarrard <hr/> Michelle Jarrard	Director	June 17, 2026
/s/ Iris Knobloch <hr/> Iris Knobloch	Director	June 17, 2026
/s/ Dan Schulman <hr/> Dan Schulman	Lead Independent Director	June 17, 2026
/s/ Dmitry Shevelenko <hr/> Dmitry Shevelenko	Director	June 17, 2026

[Letterhead of Sullivan & Cromwell LLP]

June 17, 2026

Lazard, Inc.,
30 Rockefeller Plaza,
New York, New York 10112.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the “Act”) of 45,000,000 shares (the “Securities”) of common stock, par value \$0.01 per share, of Lazard, Inc., a Delaware corporation (the “Company”), issuable under the Lazard, Inc. 2018 Incentive Compensation Plan (as amended, the “Plan”), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, it is our opinion that when the registration statement relating to the Securities (the “Registration Statement”) has become effective under the Act, the terms of the sale of the Securities have been duly established in conformity with the Company’s certificate of incorporation, as amended, and the Plan so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and the Securities have been duly issued and sold as contemplated by the Registration Statement, the Securities will be validly issued, fully paid and non-assessable.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in any registration statement or any related prospectus or other offering material relating to the offer and sale of the Securities.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP

**THIRD AMENDMENT TO THE
LAZARD, INC.
2018 INCENTIVE COMPENSATION PLAN**

WHEREAS, Lazard, Inc., a Delaware corporation (the “Company”), currently maintains and sponsors the Lazard, Inc. 2018 Incentive Compensation Plan, as amended (the “Plan”);

WHEREAS, Section 13(c) of the Plan provides that the Board of the Directors of the Company (“Board”) may amend the Plan from time to time, except that shareholder approval shall be required for any amendment that would increase the maximum number of shares of common stock, par value \$0.01 per share, of the Company (“Shares”) for which awards may be granted under the Plan; and

WHEREAS, the Board has determined it to be in its best interests to amend the Plan as set forth herein (this “Third Amendment”).

NOW, THEREFORE:

1. Effective upon approval by the shareholders of the Company at the Company’s Annual Meeting of Shareholders on May 9, 2024, Section 3(a) of the Plan shall be, and hereby is, amended to increase the aggregate number of Shares for which awards may be granted under the Plan by 20,000,000. Therefore, a new sentence is hereby added to Section 3(a) immediately following the second sentence to read as follows:

“In addition, effective as of May 9, 2024, subject to adjustment as provided in Section 3(c), the maximum number of Shares that may be issued or paid under or with respect to all Awards (considered in the aggregate) granted under the Plan shall be increased by an additional 20,000,000 Shares”.

2. Effective immediately, Section 15(e) of the Plan shall be, and hereby is, deleted in its entirety and replaced with the following:

“(e) Clawback Policies; Anti Hedging Policy. To the extent a Participant is subject to the Company’s Compensation Recovery Policy Applicable to Named Executive Officers, the Company’s Incentive Compensation Recovery Policy or to the Company’s Anti-Hedging Policy applicable to directors, officers, employees, advisors, and consultants of the Company, Awards granted pursuant to the Plan shall be subject to such policies, as in effect from time to time.”

3. Except as modified by this Third Amendment, all of the terms and conditions of the Plan shall remain valid and in full force and effect.

IN WITNESS WHEREOF, Company has executed this Third Amendment to the Lazard, Inc. 2018 Incentive Compensation Plan as of May 9, 2024.

LAZARD, INC.

By: /s/ Shari Soloway

Name: Shari Soloway

Title: Corporate Secretary

**FOURTH AMENDMENT TO THE
LAZARD, INC.
2018 INCENTIVE COMPENSATION PLAN**

WHEREAS, Lazard, Inc., a Delaware corporation (the “Company”), currently maintains and sponsors the Lazard, Inc. 2018 Incentive Compensation Plan, as amended (the “Plan”);

WHEREAS, Section 13(c) of the Plan provides that the Board of Directors of the Company (“Board”) may amend the Plan from time to time, except that shareholder approval shall be required for any amendment that would increase the maximum number of shares of common stock, par value \$0.01 per share, of the Company (“Shares”) for which awards may be granted under the Plan; and

WHEREAS, the Board has determined it to be in its best interests to amend the Plan as set forth herein (this “Fourth Amendment”).

NOW, THEREFORE:

1. Effective upon approval by the shareholders of the Company at the Company’s Annual Meeting of Shareholders on May 21, 2026, Section 3(a) of the Plan shall be, and hereby is, amended to increase the aggregate number of Shares for which awards may be granted under the Plan by 25,000,000. Therefore, a new sentence is hereby added to Section 3(a) immediately following the second sentence to read as follows:

“In addition, effective as of May 21, 2026, subject to adjustment as provided in Section 3(c), the maximum number of Shares that may be issued or paid under or with respect to all Awards (considered in the aggregate) granted under the Plan shall be increased by an additional 25,000,000 Shares”.

2. Except as modified by this Fourth Amendment, all of the terms and conditions of the Plan shall remain valid and in full force and effect.

IN WITNESS WHEREOF, Company has executed this Fourth Amendment to the Lazard, Inc. 2018 Incentive Compensation Plan as of May 21, 2026.

LAZARD, INC.

By: /s/ Shari Soloway

Name: Shari Soloway

Title: Corporate Secretary

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, 2026, relating to the financial statements of Lazard, Inc. and the effectiveness of Lazard, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Lazard, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP
New York, New York
June 17, 2026