
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
to
FORM S-4
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)

6282
(Primary Standard Industrial
Classification Code Number)

98-0437848
(I.R.S Employer
Identification Number)

30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 632-6000
(Address, including ZIP code, and telephone number, including area code, of registrant's principal executive offices)

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)

With copies to:
Keith A. Pagnani
Stephen M. Salley
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

Approximate date of commencement of proposed sale of the securities to the public: Not applicable.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or 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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registration statement shall hereafter become effective in accordance with the provisions of Section 8(a) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this “Amendment”) to Registration Statement No. 333-275510 (the “Registration Statement”) is being filed pursuant to Rule 414(d) under the Securities Act of 1933, as amended (the “Securities Act”), by Lazard, Inc., a Delaware corporation (the “Company”), as the successor to Lazard Ltd, a Bermuda exempted company. Effective January 1, 2024, Lazard Ltd changed its jurisdiction of incorporation from Bermuda to the State of Delaware (the “Domestication”) and changed its legal name to Lazard, Inc. The Company expressly adopts the Registration Statement, as modified by this Amendment, as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

For the purposes of this Amendment and the Registration Statement, references to the “Company,” “Lazard,” the “Registrant,” “we,” “our,” “us” and similar terms mean, as of any time prior to the Domestication, Lazard Ltd and, as of any time after the Domestication, Lazard, Inc. The information contained in this Amendment sets forth additional information to reflect the Domestication. All documents filed by the Company under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act before the effective date of the Domestication will not reflect the change in our name, jurisdiction of incorporation or capital structure.

The Domestication was effected in the manner described in the section of the Registration Statement entitled “The Domestication.” In the Domestication, Lazard Ltd discontinued its existence as a Bermuda exempted company as provided under Sections 132G and 132H of The Companies Act 1981 of Bermuda and, pursuant to Section 388 of the General Corporation Law of the State of Delaware (the “DGCL”), continued its existence under the DGCL as a corporation incorporated in the State of Delaware. Our consolidated business, operations, assets and liabilities, as well as our principal locations (other than our registered office in Bermuda) and fiscal year, were the same immediately after the Domestication as they were immediately prior to the Domestication. In addition, the directors and executive officers of the Company immediately after the Domestication were the same individuals who were directors and executive officers, respectively, of Lazard Ltd immediately prior to the Domestication.

The Company’s common stock continues to be listed for trading on the New York Stock Exchange under the ticker symbol “LAZ.” Upon effectiveness of the Domestication, the Company’s CUSIP number relating to its common stock changed to 52110M 109.

In connection with the Domestication, the outstanding Class A common shares of Lazard Ltd, par value \$0.01 per share, including fractions of common shares, converted by operation of law into an equivalent number of shares (or fractions thereof) of shares of common stock, par value \$0.01 per share, of the Company. The number of shares of common stock of the Company outstanding immediately after the Domestication was the same as the number of common shares of Lazard Ltd outstanding immediately prior to the Domestication. Consequently, each holder of a common share (or fraction thereof) of Lazard Ltd immediately prior to the Domestication held, immediately thereafter, a share of common stock (or fraction thereof) of the Company representing the same proportional equity interest in the Company as that shareholder held in Lazard Ltd and representing the same class of shares.

The rights of holders of the Company’s common stock are now governed by the Company’s Delaware certificate of incorporation, its Delaware by-laws and the DGCL, each of which is described in Lazard Ltd’s final prospectus relating to the Domestication, which was filed with the Commission pursuant to Rule 424(b)(3) on November 29, 2023 (the “Final Prospectus”). The Final Prospectus is part of the Registration Statement.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Officers and Directors.

Section 102(b)(7) of the DGCL allows a corporation to provide in its certificate of incorporation that a director or officer of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except (1) for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions by a director or officer not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for payments of unlawful dividends or unlawful stock repurchases or redemptions made to a director, (4) for any transaction from which the director or officer derived an improper personal benefit or (5) an officer in any action by or in the right of the corporation.

Section 145(a) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification will be made with respect to any claim, issue or matter as to which he or she will have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court will deem proper.

Section 145(g) of the DGCL provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the DGCL.

Our certificate of incorporation provides that no director or officer of Lazard, Inc. shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director or officer (including with regard to any actions taken or omitted as a director or officer of Lazard Ltd, whether taken or omitted prior to the effective time of the Domestication, in connection with the discontinuance of Lazard Ltd in Bermuda or the continuance of Lazard Ltd in the State of Delaware or otherwise) except to the extent that such exemption from liability or limitation thereof is not permitted under the DGCL as currently in effect or as the same may be amended. This provision in the certificate of incorporation does not eliminate the directors' or officers' fiduciary duty, and in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director or officer will be subject to liability for breach of the director's or officer's duty of loyalty to the Company, for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for actions leading to improper personal benefit to the director or officer, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's or officer's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws.

The Company's by-laws also provide that Lazard, Inc. shall indemnify and hold harmless to the fullest extent permitted by law any and all of its directors and officers, or former directors and officers, or any person who serves or served at the Company's request as a director, officer, employee or agent of corporation, limited liability company, public limited company, partnership, joint venture, trust, employee benefit plan, fund or other enterprise. For purposes of the indemnification described in this paragraph, references to Lazard, Inc. include Lazard Ltd as incorporated under Bermuda law prior to the continuance of its existence under Delaware law as Lazard, Inc. Lazard, Inc. will remain obligated on any indemnification obligations of Lazard Ltd arising prior to the Domestication.

We maintain directors' and officers' insurance policies that cover our directors and officers.

Subject to limitations imposed by Delaware law, the Company may enter into agreements that provide indemnification to the directors, officers and other persons serving at our request as a director, officer, employee or agent of another enterprise for all actions, liabilities, losses, damages or expenses incurred or suffered by the indemnified person arising out of such person's service in such capacity.

Item 21. Exhibits and Financial Statement Schedules.

(a) Exhibits. The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description
3.1	Certificate of Incorporation of Lazard, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K12G3, filed on January 2, 2024 (File No. 001-32492).
3.2	By-laws of Lazard, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K12G3, filed on January 2, 2024 (File No. 001-32492).
4.1	Form of Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K12G3, filed on January 2, 2024 (File No. 001-32492).
4.2	Indenture, dated as of May 10, 2005, by and between Lazard Group LLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to Lazard Group LLC's Registration Statement (File No. 333-126751) on Form S-4 filed on July 21, 2005).
4.3	Sixth Supplemental Indenture, dated as of February 13, 2015, between Lazard Group LLC and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K (File No. 001-32492) filed on February 13, 2015).
4.4	Seventh Supplemental Indenture, dated as of November 4, 2016, between Lazard Group LLC and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K (File No. 001-32492) filed on November 7, 2016).
4.5	Eighth Supplemental Indenture, dated as of September 19, 2018, between Lazard Group LLC and the Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-32492) filed on September 19, 2018).
4.6	Ninth Supplemental Indenture, dated as of March 11, 2019, between Lazard Group LLC and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-32492) filed on March 11, 2019).
4.7	Form of Senior Note (included in Exhibits 4.3 , 4.4 , 4.5 and 4.6).
5.1	Opinion of Sullivan & Cromwell LLP.*
10.1	Third Amended and Restated Operating Agreement of Lazard Group LLC, dated as of March 31, 2023 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on May 2, 2023).
10.2	Second Amended and Restated Tax Receivable Agreement, dated as of October 26, 2015, by and among Ltd Sub A, Ltd Sub B and LTBP Trust (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on October 28, 2015).
10.3	Lease, dated as of January 27, 1994, by and between Rockefeller Center Properties and Lazard Frères & Co. LLC (incorporated by reference to Exhibit 10.19 to the Registrant's Registration Statement (File No. 333-121407) on Form S-1/A filed on February 11, 2005).
10.4	Fourth Amendment dated as of February 16, 2011, by and among RCPI Landmark Properties, L.L.C. (as the successor in interest to Rockefeller Center Properties), RCPI 30 Rock 22234849, L.L.C. and Lazard Group LLC (as the successor in interest to Lazard Frères & Co. LLC), to the Lease dated as of January 27, 1994, by and among Rockefeller Center Properties and Lazard Frères & Co. LLC (incorporated by reference to Exhibit 10.16 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 29, 2011).

- 10.5 [Lazard Ltd 2005 Equity Incentive Plan \(incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement \(File No. 333-121407\) on Form S-1/A filed on May 2, 2005\).](#)**
- 10.6 [Lazard Ltd 2008 Incentive Compensation Plan \(incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A \(File No. 001-32492\) filed on March 24, 2008\).](#)**
- 10.7 [Lazard Ltd 2018 Incentive Compensation Plan \(incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A \(File No. 001-32492\) filed on March 15, 2018\).](#)**
- 10.8 [Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 31, 2022, by and among the Registrant, Lazard Group LLC and Kenneth M. Jacobs \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on April 6, 2022\).](#)**
- 10.9 [Amendment to Amended and Restated Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of May 25, 2023, by and among the Registrant, Lazard Group LLC and Kenneth M. Jacobs \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on May 26, 2023\).](#)**
- 10.10 [Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 31, 2022, by and among the Registrant, Lazard Group LLC and Evan L. Russo \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on April 6, 2022\).](#)**
- 10.11 [Amendment to Amended and Restated Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of May 25, 2023, by and among the Registrant, Lazard Group LLC and Evan L. Russo \(incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on May 26, 2023\).](#)**
- 10.12 [Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 31, 2022, by and among the Registrant, Lazard Group LLC and Peter R. Orszag \(incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on April 6, 2022\).](#)**
- 10.13 [Amendment to Amended and Restated Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of May 25, 2023, by and among the Registrant, Lazard Group LLC and Peter R. Orszag \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on May 26, 2023\).](#)**
- 10.14 [Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 29, 2019, by and among the Registrant, Lazard Group LLC and Ashish Bhutani \(incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on April 3, 2019\).](#)**
- 10.15 [Resignation Letter Agreement, dated as of March 31, 2022, by and between the Registrant and Ashish Bhutani \(incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on April 6, 2022\).](#)**
- 10.16 [Letter Agreement, dated as of January 1, 2023, by and between Lazard Asset Management LLC and Ashish Bhutani \(incorporated by reference to Exhibit 10.13 to the Registrant's Quarterly Report \(File No. 001-32492\) on Form 10-Q filed on May 2, 2023\).](#)**
- 10.17 [Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 29, 2019, by and among the Registrant, Lazard Group LLC and Alexander F. Stern \(incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on April 3, 2019\).](#)**
- 10.18 [Resignation Letter Agreement, dated as of March 31, 2022, by and between the Registrant and Alexander F. Stern \(incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on April 6, 2022\).](#)**
- 10.19 [Letter Agreement, dated as of January 1, 2023, by and between Lazard Frères & Co. LLC and Alexander F. Stern \(incorporated by reference to Exhibit 10.16 to the Registrant's Quarterly Report \(File No. 001-32492\) on Form 10-Q filed on May 2, 2023\).](#)**
- 10.20 [Letter Agreement, dated as of July 23, 2022, by and between Lazard Group LLC and Mary Ann Betsch \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on July 28, 2022\).](#)**
- 10.21 [Letter Agreement, dated as of August 23, 2023, by and between Lazard Group LLC and Mary Ann Betsch \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K \(File No. 001-32492\) filed on August 25, 2023\).](#)**

- 10.22 [Letter Agreement, dated as of June 29, 2023, by and between Lazard Frères & Co. LLC and Michael Gathy \(incorporated by reference to Exhibit 10.22 to the Registrant’s Quarterly Report \(File No. 001-32492\) on Form 10-Q filed on October 27, 2023\).](#)**
- 10.23 [Form of Award Letter for Annual Grant of Deferred Stock Units to Non-Executive Directors \(incorporated by reference to Exhibit 99.1 to the Registrant’s Current Report on Form 8-K \(File No. 001-32492\) filed on September 8, 2005\).](#)**
- 10.24 [Directors’ Fee Deferral Unit Plan \(incorporated by reference to Exhibit 10.39 to the Registrant’s Quarterly Report on Form 10-Q \(File No. 001-32492\) filed on May 11, 2006\).](#)**
- 10.25 [Second Amended and Restated Credit Agreement, dated as of June 6, 2023, among Lazard Group LLC, the Banks from time to time parties thereto, and Citibank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.23 to the Registrant’s Quarterly Report \(File No. 001-32492\) on Form 10-Q filed on July 31, 2023\).](#)
- 10.26 [Form of Agreement for Performance-Based Profits Interest Participation Right Units under the 2018 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.24 to the Registrant’s Quarterly Report on Form 10-Q \(File No. 001-32492\) filed on April 30, 2019\).](#)**
- 10.27 [First Amendment to the Lazard Ltd 2018 Incentive Compensation Plan \(incorporated by reference to Annex B to the Registrant’s Definitive Proxy Statement on Schedule 14A \(File No. 001-32492\) filed on March 16, 2021\).](#)**
- 10.28 [Form of Agreement evidencing grant of Performance-Based Restricted Participation Units under the 2018 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.19 to the Registrant’s Quarterly Report on Form 10-Q \(File No. 001-32492\) filed on May 4, 2021\).](#)**
- 10.29 [Form of Agreement evidencing grant of Lazard Fund Interests to Named Executive Officers under the 2018 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.20 to the Registrant’s Quarterly Report on Form 10-Q \(File No. 001-32492\) filed on May 4, 2021\).](#)**
- 10.30 [Form of Agreement for Profits Interest Participation Right Units under the 2018 Compensation Plan \(incorporated by reference to Exhibit 10.21 to the Registrant’s Quarterly Report on Form 10-Q \(File No. 001-32492\) filed on May 4, 2021\).](#)**
- 10.31 [Form of Agreement for Profits Interest Participation Right Units under the 2018 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.26 to the Registrant’s Quarterly Report \(File No. 001-32492\) on Form 10-Q filed on May 2, 2023\).](#)**
- 10.32 [Form of Agreement evidencing grant of Restricted Stock Units under the 2018 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.27 to the Registrant’s Quarterly Report \(File No. 001-32492\) on Form 10-Q filed on May 2, 2023\).](#)**
- 10.33 [Form of Agreement evidencing grant of Stock Performance Profits Interest Participation Rights Units under the 2018 Incentive Compensation Plan \(incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K \(File No. 001-32492\) filed on August 25, 2023\).](#)**
- 21.1 [Subsidiaries of the Registrant \(incorporated by reference to Exhibit 21.1 to the Registrant’s Annual Report on Form 10-K \(File No. 001-32492\) filed on February 23, 2023\).](#)
- 23.1 [Consent of Independent Registered Public Accounting Firm.](#)*
- 23.2 [Consent of Sullivan & Cromwell LLP \(included in Exhibit 5.1\).](#)
- 24.1 [Powers of Attorney \(included on signature page to the original filing of this registration statement\).](#)†

* Filed herewith.

** Management contract or compensatory plan or arrangement.

† Previously filed.

Item 22. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the

Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
 - (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness; provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
 - (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, if a primary offering of securities of the undersigned registrant is deemed to occur pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, and if the securities are deemed to be offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
 - (6) that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (7) That prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other Items of the applicable form.
 - (8) That every prospectus (i) that is filed pursuant to paragraph (g)(1) of Item 512 of Regulation S-K or (ii) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the

registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (9) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (10) To respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first-class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.
- (11) To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the 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 2nd day of February, 2024.

Lazard, Inc.

By: /s/ Peter R. Orszag

Name: Peter R. Orszag

Title: Chief Executive Officer

Pursuant to the requirements of the Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on the 2nd day of February, 2024.

<u>Signature</u>	<u>Title</u>
<u>/s/ Peter R. Orszag</u> Peter R. Orszag	Chief Executive Officer and Director <i>(Principle Executive Officer)</i>
<u>/s/ Mary Ann Betsch</u> Mary Ann Betsch	Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/ Michael Gathy</u> Michael Gathy	Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>*</u> Kenneth M. Jacobs	Executive Chairman and Director
<u>*</u> Richard D. Parsons	Lead Independent Director
<u>*</u> Ann-Kristin Achleitner	Director
<u>*</u> Andrew M. Alper	Director
<u>*</u> Michelle Jarrard	Director
<u>*</u> Iris Knobloch	Director
<u>*</u> Jane L. Mendillo	Director

*By: /s/ Shari Soloway

Shari Soloway
Attorney-in-Fact

[Letterhead of Sullivan & Cromwell LLP]

February 2, 2024

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

Ladies and Gentlemen:

We are acting as counsel to Lazard, Inc., a Delaware corporation (the “Company”), in connection with the filing by the Company of Post-Effective Amendment No. 1 (the “Amendment”) to Registration Statement No. 333-275510 on Form S-4 (the “Registration Statement”) under the Securities Act of 1933 (the “Act”). The Registration Statement was initially filed with the Securities and Exchange Commission by Lazard Ltd, formerly an exempted company incorporated in Bermuda that effective as of January 1, 2024 discontinued its existence under Bermuda law and continued its existence pursuant to Section 388 of the General Corporation Law of the State of Delaware (the “DGCL”) as the Company (the “Domestication”). The Company is filing the Amendment to expressly adopt the Registration Statement, as amended, as its own for all purposes of the Act and the Securities Exchange Act of 1934 and to reflect the completion of the Domestication.

In connection with the filing of the Amendment, 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: (1) upon the filing with the Secretary of State of the State of Delaware and effectiveness of the Company’s certificate of corporate domestication (the “Certificate of Domestication”) and the Company’s certificate of incorporation (the “Certificate of Incorporation”) and, together with the Certificate of Domestication, the “Certificates”), Lazard Ltd was domesticated as a corporation in the State of Delaware and the issued and outstanding Class A common shares, \$0.01 par value per share, of Lazard Ltd were converted by operation of law into an equivalent number of shares of common stock, par value \$0.01 per share, of Lazard, Inc. (the “Securities”) and (2) upon the Registration Statement becoming effective under the Act, such Securities were validly issued, fully paid and non-assessable.

In rendering the foregoing opinion, we have, with your consent, assumed: (i) that immediately prior to the Domestication, Lazard Ltd was duly organized, validly existing and in good standing under the laws of Bermuda, and had the full power, authority and legal right to domesticate in the State of Delaware pursuant to Section 388 of the DGCL; (ii) that, at all times relevant for purposes of rendering our opinion as expressed herein, the laws of Bermuda permitted Lazard Ltd to domesticate in the State of Delaware pursuant to Section 388 of the DGCL; (iii) that the discontinuance of Lazard Ltd in Bermuda and the domestication of Lazard Ltd in the State of Delaware pursuant to Section 388 of the DGCL was duly authorized and duly effected by Lazard Ltd in accordance with the laws of Bermuda; (iv) that all necessary action was taken under the

applicable laws of Bermuda to authorize and permit Lazard Ltd to domesticate in the State of Delaware pursuant to Section 388 of the DGCL and any and all consents, approvals and authorizations from applicable Bermuda governmental authorities required to authorize and permit Lazard Ltd to domesticate in the State of Delaware pursuant to Section 388 of the DGCL were obtained; and (v) the issued and outstanding Class A common shares of Lazard Ltd as an exempted company limited by shares incorporated under the laws of Bermuda immediately prior to the Domestication were validly issued, fully paid, and non-assessable.

In addition, in rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in the Registration Statement or the Amendment or any related prospectus or other offering material relating to the Securities.

The foregoing opinion is limited to the Federal laws of the United States and the DGCL, 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 Lazard Ltd and other sources believed by us to be responsible and we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery by all persons of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

We hereby consent to the filing of this opinion as an exhibit to the Amendment. 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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-275510 on Form S-4 of our reports dated February 23, 2023, relating to the financial statements of Lazard, Inc. (formerly Lazard Ltd) 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, 2022. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Deloitte & Touche LLP

New York, New York
February 2, 2024