

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1
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)**6199**
(Primary Standard Industrial
Classification Code Number)**98-0437848**
(I.R.S. Employer
Identification Number)**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)

Scott D. Hoffman, Esq.
Lazard Ltd
30 Rockefeller Plaza
New York, New York 10020
(212) 632-6000

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

*Copies to:***Adam D. Chinn, Esq.**
Craig M. Wasserman, Esq.
Gavin D. Solotar, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000**Kris F. Heinzelman, Esq.**
Erik R. Tavzel, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-121407If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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. If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act, please check the following box. **CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to Be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Security | Proposed Maximum Offering Price (1) | Amount of Registration Fee(2) |
|---|-------------------------|--|-------------------------------------|-------------------------------|
| Class A common stock, par value \$0.01 per share | 4,276,371 | \$ 25 | \$ 106,909,275 | \$ 12,584 |

- (1) Estimated solely for purposes of calculating the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (2) The 4,276,371 shares of Class A common stock being registered in this Registration Statement is in addition to the 35,034,265 shares of Class A common stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-121407). A registration fee was previously paid in connection with the registration of such shares.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

We are filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-121407), originally filed by us on December 17, 2004, as amended, and is being filed for the sole purpose of increasing the number of shares of our Class A common stock to be registered by 4,276,371 shares. The information set forth in the registration statement on Form S-1 filed by us with the Securities and Exchange Commission (File No. 333-121407) is incorporated by reference herein.

Lazard Ltd hereby certifies that it has instructed its bank to transmit to the Securities and Exchange Commission a wire transfer of \$12,584 from Lazard Ltd's account to the Securities and Exchange Commission's account at Mellon Bank as soon as practicable but no later than the close of business on May 5, 2005. Lazard Ltd further certifies that it will not revoke such instructions.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

| <u>Exhibit Number</u> | <u>Exhibit Title</u> |
|---------------------------|---|
| 5.1 | Form of Opinion of Conyers Dill & Pearman, Bermuda. |
| 23.1 | Deloitte & Touche LLP. |
| 24.1 | Powers of Attorney.* |
| 24.2 | Power of Attorney for Bruce Wasserstein.* |

* Previously filed with the Commission in connection with the Registration Statement on Form S-1 (File No. 333-121407) and incorporated herein by reference.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 May 4, 2005.

LAZARD LTD

By: /s/ Scott D. Hoffman

Name: **Scott D. Hoffman**
Title: **Vice President**

Power of Attorney

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-------------|
| <u>*</u> Bruce Wasserstein | Director and Chief Executive Officer (principal executive officer) | May 4, 2005 |
| <u>*</u> Steven J. Golub | Director and President | May 4, 2005 |
| <u>*</u> Michael J. Castellano | Director and Vice President (principal financial and accounting officer) | May 4, 2005 |
| <u>/s/ Scott D. Hoffman</u> Scott D. Hoffman | Director and Vice President | May 4, 2005 |

By: /s/ Scott D. Hoffman

Name: **Scott D. Hoffman**
Title: **Attorney-in-fact**

EXHIBIT INDEX

**Exhibit
Number**

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| | |
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| 24.2 | Power of Attorney for Bruce Wasserstein.* |

* Previously filed with the Commission in connection with the Registration Statement on Form S-1 (File No. 333-121407) and incorporated herein by reference.

4 May, 2005

Lazard Ltd
Clarendon House
2 Church Street
Hamilton HM 11
BERMUDA

DIRECT LINE: 441-299 4923
E-MAIL: cggarrod@cdp.bm
OUR REF: CGGmgb/329413/Corp.D.143364

Dear Sirs,

Lazard Ltd (the “Company”)

We have acted as special legal counsel in Bermuda to the Company in connection with a registration statement on form S-1 (Registration No. 333-121407) filed with the U.S. Securities and Exchange Commission (the “Commission”) on 17 December, 2004, as amended (such registration statement, and together with the registration statement filed under Rule 462(b) (the “462 Registration Statement”) under the U.S. Securities Act of 1933, as amended (the “Securities Act”), being collectively referred to herein as 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 Securities Act of certain additional Class A common shares, par value US\$0.01 each, as set out in the 462 Registration Statement (the “Common Shares”).

For the purposes of giving this opinion, we have examined a copy of the Registration Statement. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on 4 May, 2005, copies of unanimous written resolutions of the members of the Company dated 4 May, 2005 and unanimous written resolutions of the board of directors of the Company dated 4 May, 2005 (together, the “Minutes”), an officer’s certificate from the Secretary of the Company confirming that the Minutes remain in full force and effect and have not been rescinded or amended (the “Officer’s Certificate”) 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) 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 Officer’s Certificate and other documents reviewed by us, and (d) 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.

When used herein, “non-assessable” means that the holders of the Common Shares are not liable, solely by reason of their status as holders of the Common Shares, for additional calls on the Common Shares by the Company or its creditors.

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 offering of the Common Shares by the Company 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 as contemplated by the Registration Statement, the Common Shares will be validly issued, fully paid and non-assessable.
3. The statements contained in the prospectus forming a part of the Registration Statement under the captions “Material U.S. Federal Income Tax and Bermuda Tax Considerations—Taxation of Lazard and its Subsidiaries—Bermuda” and “Material U.S. Federal Income Tax and Bermuda Tax Considerations—Taxation of Stockholders—Bermuda Taxation”, to the extent that they constitute statements of Bermuda law, are accurate in all material respects and that such statements constitute our opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the captions “Material U.S. Federal Income Tax and Bermuda Tax Considerations” and “Legal Matters”, in the prospectus forming a part of the Registration Statement. In giving this 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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Lazard Ltd on Form S-1 of our report dated March 14, 2005 related to the consolidated financial statements of Lazard LLC appearing in the Prospectus, which is part of the Registration Statement (File No. 333-121407), and of our report dated March 14, 2005 relating to the financial statement schedule appearing elsewhere in that Registration Statement.

We also consent to the reference to us under the headings “Summary Consolidated Financial Data”, “Selected Consolidated Financial Data” and “Experts” in such Prospectus.

/s/ Deloitte & Touche LLP

New York, New York

May 4, 2005