

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 2008 Incentive Compensation Plan
(Full title of the plan)

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:

Erik R. Tavzel, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Class A common stock, par value \$0.01 per share	30,000,000	\$42.17	\$1,265,100,000	\$162,944.88

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also includes (i) such additional shares of common stock as may be required pursuant to the anti-dilution provisions of the Lazard Ltd 2008 Incentive Compensation Plan (the "Plan") and (ii) an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Estimated pursuant to Rule 457(h) and 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices of the securities being registered hereby on the New York Stock Exchange on February 3, 2014.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities under the Plan. A Registration Statement on Form S-8 has been filed previously on November 4, 2008 (File No. 333-154977) for the existing securities under the Plan.

EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed on November 4, 2008 (File No. 333-154977) are incorporated herein by reference and made a part hereof.

This Registration Statement on Form S-8 is filed by Lazard Ltd, a Bermuda exempted company (the "Company"), to register an additional 30,000,000 shares of the Company's Class A common stock, par value \$0.01 per share, which may be awarded under the Lazard Ltd 2008 Incentive Compensation Plan.

Part II **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

- 5.1 Opinion of Conyers Dill & Pearman Limited.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page to this Registration Statement).
- 99.1 Lazard Ltd 2008 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 24, 2008).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Lazard Ltd 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 February 10, 2014.

LAZARD LTD

By: /s/ Matthieu Bucaille

Name: Matthieu Bucaille

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Scott D. Hoffman and Matthieu Bucaille, 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 re-substitution, 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 of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kenneth M. Jacobs</u> Kenneth M. Jacobs	Chairman, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 10, 2014
<u>/s/ Matthieu Bucaille</u> Matthieu Bucaille	Chief Financial Officer (<i>Principal Financial Officer</i>)	February 10, 2014
<u>/s/ Dominick Ragone</u> Dominick Ragone	Chief Accounting Officer	February 10, 2014
<u>/s/ Andrew M. Alper</u> Andrew M. Alper	Director	February 10, 2014
<u>/s/ Ashish Bhutani</u> Ashish Bhutani	Director	February 10, 2014
<u>/s/ Steven J. Heyer</u> Steven J. Heyer	Director	February 10, 2014
<u>/s/ Sylvia Jay</u> Sylvia Jay	Director	February 10, 2014
<u>/s/ Philip A. Laskawy</u> Philip A. Laskawy	Director	February 10, 2014

<u>/s/ Laurent Mignon</u> Laurent Mignon	Director	February 10, 2014
<u>/s/ Richard D. Parsons</u> Richard D. Parsons	Director	February 10, 2014
<u>/s/ Hal S. Scott</u> Hal S. Scott	Director	February 10, 2014
<u>/s/ Michael J. Turner</u> Michael J. Turner	Director	February 10, 2014

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the undersigned as the duly authorized representative of Lazard Ltd in the United States on February 10, 2014.

/s/ Scott D. Hoffman

Scott D. Hoffman

EXHIBIT INDEX

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10 February 2014

Matter No.:329413
Doc Ref: 4756386

+441 299-4942
carol.clarke@conyersdill.com

Lazard Ltd
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Dear Sirs,

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 10 February 2014 (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 30 million Class A common shares, par value US\$0.01 per share (the “**Common Shares**”), issuable pursuant to the Lazard Ltd 2008 Incentive Compensation Plan (the “**Plan**”, 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).

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 6 February 2014 and minutes of a meeting of the board of directors of the Company held on 26 February 2008 and minutes of a meeting of the members of the Company held on 6 May 2008, each certified by the Secretary on 7 February 2014 (together, the “**Resolutions**”) and such other documents and made such enquires 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 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 in 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,

/s/ Conyers Dill & Pearman Limited

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 28, 2013, relating to the consolidated financial statements and financial statement schedule of Lazard Ltd, and the effectiveness of Lazard Ltd's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Lazard Ltd for the year ended December 31, 2012.

/s/ Deloitte & Touche LLP

New York, New York
February 10, 2014