Hoffman Scott D Form 4 March 05, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB
3235-0287

Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Hoffman Scott D |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Lazard Ltd [LAZ] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |  |
|---|---------|----------|---|--|--|--|--|
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction                                     | (Check an applicable)  |  |  |  |
|   |         |          | (Month/Day/Year)  | Director 10% Owner   |  |  |  |
| C/O LAZARD LTD, 30  |         |          | 03/01/2018  | X Officer (give title Other (specify   |  |  |  |
| ROCKEFELLER PLAZA   |         |          |   | below) below) CAO and General Counsel  |  |  |  |
| (Street)  NEW YORK, NY 10112                              |         |          | 4. If Amendment, Date Original                                      | 6. Individual or Joint/Group Filing(Check  |  |  |  |
|   |         |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-                             | Derivative S  | ecurit    | ties Acqui         | red, Disposed of  | , or Beneficial                                       | ly Owned |
|--------------------------------------|---|---|---|---------------|-----------|--------------------|---|---|----------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) |               |           |                    | 5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |          |
|                                      |   |   | Code V                                  | Amount        | or<br>(D) | Price              | (Instr. 3 and 4)  | (IIISU: +)  |          |
| Class A<br>Common<br>Stock           | 03/01/2018                              |   | M                                       | 103,734       | A         | (1)                | 147,341   | D   |          |
| Class A<br>Common<br>Stock           | 03/02/2018                              |   | D                                       | 43,607<br>(2) | D         | \$ 53.47 (3)       | 103,734   | D   |          |
| Class A<br>Common<br>Stock           | 03/02/2018                              |   | S                                       | 15,000<br>(4) | D         | \$<br>52.13<br>(5) | 88,734  | D   |          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 5 | Title of Derivative Security Instr. 3)         | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                     | 7. Title and<br>Underlying<br>(Instr. 3 and |                            |
|---|--|---|--------------------------------------|---|---|-----|--|---------------------|---|----------------------------|
|   |  |   |                                      |   | Code V  | (A) | (D)  | Date<br>Exercisable | Expiration<br>Date                          | Title                      |
| ] | Performance-based<br>Restricted Stock<br>Units | <u>(6)</u>  | 03/01/2018                           |   | M   |     | 91,206   | 03/01/2018          | 03/01/2018                                  | Class A<br>Common<br>Stock |
|   | Restricted Stock Units                         | <u>(7)</u>  | 03/01/2018                           |   | M   |     | 12,528   | 03/01/2018          | 03/01/2018                                  | Class A<br>Common<br>Stock |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoffman Scott D C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112

CAO and General Counsel

### **Signatures**

/s/ Scott D. Hoffman 03/05/2018

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares of Class A Common Stock were acquired upon the vesting of a prior grant of Performance-based Restricted Stock Units ("PSRUs") awarded with respect to compensation for 2014, including certain Restricted Stock Units ("RSUs") that had been acquired pursuant to the dividend equivalent reinvestment provisions of the underlying PRSU award. The grant was previously reflected in the Company's proxy statements.

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- Represents shares of Class A Common Stock sold to the Company to cover estimated taxes arising from the settlement of PRSUs and RSUs.
- (3) Represents the New York Stock Exchange closing price of Class A Common Stock on the trading day immediately preceding the transaction date.
- (4) Represents shares of Class A Common Stock sold primarily to cover the remaining amount of estimated taxes arising from the settlement of PRSUs and RSUs.
- Reflects a weighted average purchase price of \$52.13 per share, at prices ranging from \$52.00 to \$52.82 per share. The reporting person will provide, upon request by the staff of the Securities and Exchange Commission, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.
- Each PRSU (the performance conditions of which have been satisfied) represents a contingent right to receive one share of Class A Common Stock.
- (7) Each RSU represents a contingent right to receive one share of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.