

Lazard Ltd  
Form 10-K  
February 26, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

001-32492

(Commission File Number)

LAZARD LTD

(Exact name of registrant as specified in its charter)

Bermuda  
(State or Other Jurisdiction of Incorporation (I.R.S. Employer Identification No.)  
or Organization) 98-0437848

Clarendon House

2 Church Street

Edgar Filing: Lazard Ltd - Form 10-K

Hamilton HM11, Bermuda

(Address of principal executive offices)

Registrant's telephone number: (441) 295-1422

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Common Stock, par value \$0.01 per share	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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	Accelerated filer
Non-accelerated filer	Smaller reporting company
	Emerging growth company

If the Registrant is 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 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

## Edgar Filing: Lazard Ltd - Form 10-K

The aggregate market value of the common stock held by non-affiliates of the Registrant as of June 30, 2018 was approximately \$5,784,416,520.

As of January 30, 2019, there were 129,766,091 shares of the Registrant's Class A common stock outstanding (including 19,763,704 shares held by subsidiaries).

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's proxy statement for its 2019 annual general meeting of shareholders are incorporated by reference in this Form 10-K in response to Part III Items 10, 11, 12, 13 and 14.

---

LAZARD LTD

ANNUAL REPORT ON FORM 10-K

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018

INDEX

Form 10-K Item Number	Page No.
<u>PART I</u>	
Item 1. <u>Business</u>	1
<u>Executive Officers of the Registrant</u>	12
Item 1A. <u>Risk Factors</u>	13
Item 1B. <u>Unresolved Staff Comments</u>	29
Item 2. <u>Properties</u>	30
Item 3. <u>Legal Proceedings</u>	30
Item 4. <u>Mine Safety Disclosures</u>	30
<u>PART II</u>	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	31
Item 6. <u>Selected Financial Data</u>	33
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	36
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	68
Item 8. <u>Financial Statements and Supplementary Data</u>	69
Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	130
Item 9A. <u>Controls and Procedures</u>	130
Item 9B. <u>Other Information</u>	131
<u>PART III</u>	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	132

Item 11. <u>Executive Compensation</u>	132
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	132
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	133
Item 14. <u>Principal Accounting Fees and Services</u>	133
<u>PART IV</u>	
Item 15. <u>Exhibits and Financial Statement Schedules</u>	134
<u>Index to Financial Statements and Financial Statement Schedule Items 15(a)(1) and 15(a)(2)</u>	F-1
<u>SIGNATURES</u>	II-1

## Part I

When we use the terms “Lazard”, “we”, “us”, “our” and “the Company”, we mean Lazard Ltd, a company incorporated under the laws of Bermuda, and its subsidiaries, including Lazard Group LLC, a Delaware limited liability company (“Lazard Group”), that is the current holding company for our businesses. Lazard Ltd’s primary operating asset is its indirect ownership as of December 31, 2018 of all of the common membership interests in Lazard Group and its controlling interest in Lazard Group.

### Item 1. Business

Lazard is one of the world’s preeminent financial advisory and asset management firms. We have long specialized in crafting solutions to the complex financial and strategic challenges of a diverse set of clients around the world, including corporations, governments, institutions, partnerships and individuals. Founded in 1848 in New Orleans, we currently operate from 43 cities in key business and financial centers across 27 countries throughout North America, Europe, Asia, Australia, the Middle East, and Central and South America.

#### Principal Business Lines

We focus primarily on two business segments: Financial Advisory and Asset Management. We believe that the mix of our activities across business segments, geographic regions, industries and investment strategies helps to diversify and stabilize our revenue stream.

#### Financial Advisory

Our Financial Advisory business offers corporate, partnership, institutional, government, sovereign and individual clients across the globe a wide array of financial advisory services regarding mergers and acquisitions (“M&A”) and other strategic matters, restructurings, capital structure, shareholder advisory, capital raising and various other financial matters. We focus on solving our clients’ most complex issues, providing advice to key decision-makers, senior management, boards of directors and business owners, as well as governments and governmental agencies, in transactions that typically are of significant strategic and financial importance to them.

We continue to build our Financial Advisory business by fostering long-term, senior level relationships with existing and new clients as their independent advisor on strategic transactions and other matters. We seek to build and sustain long-term relationships with our clients rather than focusing simply on individual transactions, a practice that we believe enhances our access to senior management of major corporations and institutions around the world. We emphasize providing clients with senior level focus during all phases of transaction analysis and execution.

While we strive to earn repeat business from our clients, we operate in a highly competitive environment in which there are no long-term contracted sources of revenue. Each revenue-generating engagement is separately negotiated and awarded. To develop new client relationships, and to develop new engagements from historical client relationships, we maintain an active dialogue with a large number of clients and potential clients, as well as with their financial and legal advisors, on an ongoing basis. We have gained a significant number of new clients each year through our business development initiatives, through recruiting additional senior investment banking professionals who bring with them client relationships and through referrals from directors, attorneys and other third parties with whom we have relationships. At the same time, we lose clients each year as a result of the sale or merger of a client, a change in a client’s senior management, competition from other investment banks and other causes.

We earned \$1 million or more from 287 clients, 304 clients and 276 clients for the years ended December 31, 2018, 2017 and 2016, respectively. For the years ended December 31, 2018, 2017 and 2016, the ten largest fee paying clients constituted approximately 19%, 22% and 23%, respectively, of our Financial Advisory segment net revenue, with no client individually contributing more than 10% of segment net revenue during any of these years.

We believe that we have been pioneers in offering financial advisory services on an international basis, with the establishment of our New York, Paris and London offices dating back to the nineteenth century. We maintain a

1

---

major local presence in the United States (the “U.S.”), the United Kingdom (the “U.K.”) and France, including a network of regional branch offices in the U.S., as well as a presence in Argentina, Australia, Belgium, Brazil, Canada, Chile, China, Colombia, Germany, Hong Kong, India, Italy, Japan, Mexico, the Netherlands, Panama, Peru, Singapore, Spain, Sweden, Switzerland and the Middle East region.

In addition to seeking business centered in the regions described above, we historically have focused in particular on advising clients with respect to cross-border transactions. We believe that we are particularly well known for our legacy of offering broad teams of professionals who are indigenous to their respective regions, who have long-term client relationships, capabilities and know-how in their respective regions, and who will coordinate with our professionals who have global sector expertise. We also believe that this positioning affords us insight around the globe into key industry, economic, governmental and regulatory issues and developments, which we can bring to bear on behalf of our clients.

Our Financial Advisory business has made certain business acquisitions and entered into other strategic business relationships. For example, in 2016, we expanded our North American Financial Advisory business through the acquisition of an independent financial advisory firm based in Canada, and we acquired the portion of MBA Lazard that we did not previously own, thereby fully integrating our Latin American operations.

#### Services Offered

We advise clients on a wide range of strategic and financial issues. When we advise clients on the potential acquisition of another company, business or certain assets, our services include evaluating potential acquisition targets, providing valuation analyses, evaluating and proposing financial and structural alternatives, and rendering, if appropriate, fairness opinions. We also may advise as to the timing, financing and pricing of a proposed acquisition and assist in negotiating and closing the acquisition. In addition, we may assist in executing an acquisition by acting as a dealer-manager in transactions structured as a tender or exchange offer.

When we advise clients that are contemplating the sale of certain businesses, assets or an entire company, our services include advising on the sale process for the situation, providing valuation analyses, assisting in preparing an information memorandum or other appropriate sale materials and rendering, if appropriate, fairness opinions. We also identify and contact selected qualified acquirors and assist in negotiating and closing the proposed sale. As appropriate, we also advise our clients regarding potential financial and strategic alternatives to a sale, including recapitalizations, spin-offs, carve-outs and split-offs. We frequently provide advice with respect to the structure, timing and pricing of these alternatives.

For companies in financial distress, our services may include reviewing and analyzing the business, operations, properties, financial condition and prospects of the company, evaluating debt capacity, assisting in the determination of an appropriate capital structure and evaluating financial and strategic alternatives. If appropriate, we may provide financial advice and assistance in developing and seeking approval of a restructuring or reorganization plan, which may include a plan of reorganization under Chapter 11 of the U.S. Bankruptcy Code or other similar court administered processes in non-U.S. jurisdictions. In such cases, we may assist in certain aspects of the implementation of such a plan, including advising and assisting in structuring and effecting the financial aspects of a sale or recapitalization, structuring new securities, exchange offers, other consideration or other inducements to be offered or issued, as well as assisting and participating in negotiations with affected entities or groups.

When we assist clients in connection with shareholder advisory and corporate preparedness matters, our services may include reviewing and analyzing the business and financial condition of the company, providing insights on the company’s shareholders, assisting in the evaluation of corporate governance matters, and advising on defense measures and strategic alternatives potentially available to the company. Our advice may relate to a broad range of matters including M&A, capital markets, corporate governance and data analytics.

When we assist clients in connection with their capital structure, we typically review and analyze structural alternatives, assist in long-term capital planning and advise and assist with respect to rating agency discussions and relationships, among other things.

2

---

When we assist clients in raising private or public market financing or capital, our services include assisting clients in connection with securing, refinancing or restructuring bank loans or other debt, originating and executing, or participating in, public underwritings and private placements of securities, and originating and executing private placements of partnership and similar interests in alternative investment funds such as leveraged buyout, mezzanine or real estate focused funds.

We are at the forefront of providing independent advice to governments and governmental agencies in connection with economic developments. Lazard's Sovereign Advisory Group has advised a number of countries and institutions with respect to sovereign debt and other financial matters.

### Staffing

We staff each of our assignments with a team of quality professionals who have appropriate product, industry and geographic expertise. We pride ourselves on, and we believe we differentiate ourselves from our competitors by, being able to offer a high level of attention from senior personnel to our clients and organizing ourselves in such a way that managing directors who are responsible for securing and maintaining client relationships also actively participate in providing related advice and services. Our managing directors have significant experience, and many of them are able to use this experience to advise on M&A, financings, restructurings, capital structure, shareholder advisory and other transactions or financial matters, depending on our clients' needs. Many of our managing directors and senior employees come from diverse backgrounds, such as senior leadership positions in corporations, government, law and strategic consulting, which we believe enhances our ability to offer sophisticated advice and customized solutions to our clients. As of December 31, 2018, our Financial Advisory segment had 166 managing directors and 1,312 other professionals and support staff.

### Industries Served

We seek to offer our services across most major industry groups, including, in many cases, sub-industry specialties. Managing directors and professionals in our Mergers and Acquisitions practice are organized to provide advice in the following major industry practice areas:

- consumer;
- financial institutions;
- health care and life sciences;
- industrials;
- power and energy/infrastructure;
- real estate; and
- technology, media and telecommunications.

These groups are managed locally in each relevant geographic region and are coordinated globally, which allows us to bring local industry-specific knowledge to bear on behalf of our clients on a global basis. We believe that this enhances the scope and the quality of the advice that we can offer, which improves our ability to market our capabilities to clients.

In addition to our Mergers and Acquisitions and Restructuring practices, we also maintain specialties in the following distinct practice areas within our Financial Advisory business:

- government and sovereign advisory;
- capital structure and debt advisory;
- shareholder and corporate preparedness advisory;
- fund-raising for alternative investment funds; and

corporate finance and other services, including private placements, underwritten offerings related to our Financial Advisory business and transactions involving the exchange or issuance of securities.

We endeavor to coordinate the activities of the professionals in these areas with our Mergers and Acquisitions industry specialists in order to offer clients customized teams of cross-functional expertise spanning both industry and practice area expertise.

## Strategy

Our focus in our Financial Advisory business is on:

- investing in our intellectual capital through senior professionals who we believe have strong client relationships and industry expertise;
- increasing our contacts with existing clients to further enhance our long-term relationships and our efforts in developing new client relationships;
- developing new client relationships;
- expanding the breadth and depth of our industry expertise and selectively adding or reinforcing practice areas, such as our Capital Advisory, Shareholder Advisory and Sovereign Advisory groups;
- coordinating our industry specialty activities on a global basis and increasing the integration of our industry experts in Mergers and Acquisitions with our other professionals;
- selectively bolstering our existing presence in certain local markets;
- broadening our geographic presence by adding new offices;
- investing in our technology infrastructure and data science capabilities to enhance our business; and
- deploying our intellectual capital, strong client relationships and other assets to generate new revenue streams.

In addition to the investments made as part of this strategy, we believe that our Financial Advisory business may benefit from external market factors, including:

- demand for independent, sophisticated financial advice;
- recapitalization and related activities in developed and emerging markets;
- relatively low interest rates and high corporate cash balances;
- favorable levels of cross-border M&A and large capitalization M&A, two of our areas of historical specialization; and
- possible M&A activity that may result from tax, regulatory and similar reform in certain regions, including the U.S.

Going forward, our strategic emphasis in our Financial Advisory business is to leverage the investments we have made to grow our business and drive our productivity. We continue to seek to opportunistically attract outstanding individuals to our business. We routinely reassess our strategic position and may in the future seek opportunities to further enhance our competitive position.

## Asset Management

Our Asset Management business offers a broad range of global investment solutions and investment management services in equity and fixed income strategies, alternative investments and private equity funds to corporations, public funds, sovereign entities, endowments and foundations, labor funds, financial intermediaries and private clients. Our goal in our Asset Management business is to produce superior risk-adjusted investment returns and provide customized investment solutions for our clients through the active management of their

portfolios. Our investment teams construct and manage portfolios using various techniques and investment philosophies, including traditional fundamental research and analysis and quantitative tools.

Our top ten clients accounted for 26%, 25% and 21% of our total assets under management (“AUM”) for the years ended December 31, 2018, 2017 and 2016, respectively, with no client individually contributing more than 10% of our Asset Management segment net revenue during any of the respective years. Approximately 88% of our AUM as of December 31, 2018 was managed on behalf of institutional clients, including corporations, labor unions, public pension funds, insurance companies and banks, and through sub-advisory relationships, mutual fund sponsors, broker-dealers and registered advisors, and approximately 12% of our AUM was managed on behalf of individual client relationships, which are principally with family offices and high-net worth individuals.

The charts below illustrate the mix of our AUM as of December 31, 2018, measured by broad product strategy and by office location.

Our Asset Management business maintains offices in New York, Amsterdam, Bordeaux, Boston, Brussels, Chicago, Dubai, Dublin, Frankfurt, Geneva, Hamburg, Hong Kong, London, Lyon, Madrid, Melbourne, Milan, Montreal, Nantes, Paris, San Francisco, Seoul, Singapore, Sydney, Tokyo, Toronto and Zurich. These operations, with 102 managing directors and 1,014 other professionals and support staff as of December 31, 2018, provide our Asset Management business with both a global presence and a local identity.

Primary distinguishing features of these operations include:

- a global footprint with global research, global mandates and global clients;
- a broad-based team of investment professionals, including focused, in-house investment analysts across all products and platforms, many of whom have substantial industry or sector specific expertise; and
- world-wide brand recognition and multi-channel distribution capabilities.

Our Investment Philosophy, Process and Research

Our investment philosophy is generally based upon a fundamental security selection approach to investing. Across many of our products, we apply three key principles to investment portfolios:

- select securities, not markets;
- evaluate a company’s financial position, outlook, opportunities and risks, together with its valuation; and
- manage risk.

In searching for investment opportunities, many of our investment professionals follow an investment process that incorporates several interconnected components that may include:

- fundamental analysis;
- quantitative analysis;

- accounting analysis;
- security selection and portfolio construction;
- risk management; and
- environmental, social and governance factors.

In our Asset Management business, we conduct investment research on a global basis to develop market, industry and company specific insights and evaluate investment opportunities. Many of our global equity analysts, located in our worldwide offices, are organized around global industry sectors.

### Investment Strategies

Our Asset Management business provides equity, fixed income, cash management and alternative investment strategies to our clients, paying close attention to our clients' varying and expanding investment needs. We offer the following product platform of investment strategies:

Equity	Global Global	Multi-Regional Pan-European	Local U.S.	Emerging Markets Global
	Large Capitalization	Large Capitalization	Large Capitalization	Large Capitalization
	Small Capitalization	Small Capitalization	Mid Capitalization	Small Capitalization Quantitative
	Thematic	Multi-Capitalization Value	Small/Mid Capitalization	Multi Strategies
	Convertibles	Quantitative	Small Capitalization	Managed Volatility
	Listed Infrastructure		Multi-Capitalization	
	Quantitative		Real Estate	
	Trend			Latin America
	Real Estate	Eurozone	Other	Latin America
	Multi Strategies	Large Capitalization	U.K. (Large Capitalization)	
	Managed Volatility	Small Capitalization	U.K. (Small Capitalization)	Middle East North Africa
	Real Assets		U.K. Quantitative	Middle East North Africa
	Multi-Factor	Continental European	Australia	
		Small Capitalization	France (Large Capitalization)	
		Multi Capitalization	France (Small Capitalization)	
	Global Ex	Eurozone		
	Global Ex-U.K.		Japan	
	Global Ex-Japan	Euro-Trend (Thematic)	Korea	

Global Ex-Australia Asian

Asia Ex-Japan

Quantitative

Europe, Australasia and  
Far East

Large Capitalization

Small Capitalization

Multi-Capitalization

Quantitative

Fixed Income and Global  
Cash Management

Core Fixed Income

High Yield

Short Duration

Pan-European

Core Fixed Income

High Yield

Cash Management

Duration Overlay

Eurozone

Fixed Income

Cash Management

Corporate Bonds

U.S.

Core Fixed Income

High Yield

Short Duration

Municipals

Cash Management

Non-U.S.

U.K. Fixed Income

Global

Emerging Debt

Emerging Corporates

## Edgar Filing: Lazard Ltd - Form 10-K

Global Alternative Global	Multi-Regional European	Local U.S.	Emerging Markets Global
Fund of Closed-End Funds (Long and Long/Short)	Long/Short Equity	U.S. (Long/Short)	Emerging Income
Convertible		Market Neutral	Emerging Debt
Arbitrage/Relative Value			Fund of Hedge Funds
Multi Asset		Non-U.S.	
Commodities		Japan (Long/Short)	

In addition to the primary investment strategies listed above, we also provide other asset management services to our clients, including asset allocation and other investment advisory services, as well as locally customized investment solutions. In many cases, we also offer both diversified and more concentrated versions of our products. These products are generally offered on a separate account basis, as well as through pooled vehicles.

**Distribution.** We distribute our products through a broad array of marketing channels on a global basis. Marketing, sales and client service efforts are organized through a global market delivery and service network, with distribution professionals located in cities including New York, Amsterdam, Bordeaux, Boston, Brussels, Chicago, Dubai, Frankfurt, Geneva, Hamburg, Hong Kong, London, Lyon, Madrid, Milan, Melbourne, Montreal, Nantes, Paris, San Francisco, Seoul, Singapore, Sydney, Tokyo, Toronto and Zurich. We have developed a well-established presence in the institutional asset management arena, managing assets for corporations, labor unions, sovereign wealth funds and public pension funds around the world. In addition, we manage assets for insurance companies, savings and trust banks, endowments, foundations and charities.

We also have become a leading firm in managing mutual funds, sub-advisory funds, and separately managed accounts for many of the world's largest broker-dealers, insurance companies, registered advisors and other financial intermediaries.

### Strategy

Our strategic plan in our Asset Management business is to focus on delivering superior investment performance and client service and broadening our product offerings and distribution in selected areas in order to continue to drive improved business results. Over the past several years, in an effort to improve our Asset Management business' operations and expand our Asset Management business, we have:

- focused on enhancing our investment performance;
- improved our investment management platform by adding a number of senior investment professionals (including portfolio managers and analysts);
- continued to strengthen our marketing and consultant relations capabilities, including by expanding our marketing resources;
- expanded our product platform, including through the addition of long/short equity strategies, quantitative equity strategies, a real asset strategy, a commodities team and an international value equity team;
  - invested in our technology infrastructure and data science capabilities to enhance our business; and
- continued to expand the geographic reach of our Asset Management business, including through opening offices in Amsterdam and Melbourne, and expanding in Milan and Zurich.

We believe that our Asset Management business has long maintained an outstanding team of portfolio managers and global research analysts. We intend to maintain and supplement our intellectual capital to achieve our goals. We

routinely reassess our strategic position and may in the future seek acquisitions or other transactions, including the opportunistic hiring of new employees, in order to further enhance our competitive position. We also believe that our specific investment strategies, global reach, unique brand identity and access to multiple distribution channels may allow us to expand into new investment products, strategies and geographic locations. In addition, we

7

---

may expand our participation in alternative investment activities through investments in new and successor funds, and through organic growth, acquisitions or otherwise. We may also continue to expand our geographic reach.

#### Alternative Investments

Since 2005, we have been engaged in selected alternative investments and private equity activities. In 2009, we established a private equity business with The Edgewater Funds (“Edgewater”), a Chicago-based private equity firm, through the acquisition of Edgewater’s management vehicles. As of December 31, 2018, Edgewater had approximately \$1 billion of AUM and unfunded fee-earning commitments.

Historically, Lazard also has made selected investments with its own capital, often alongside capital of qualified institutional and individual investors in connection with Lazard’s selected alternative investments and private equity activities. These investments typically have been organized in funds that make substantial or controlling investments in private or public companies, generally through privately negotiated transactions and with a view to divest within two to seven years. While potentially risky and frequently illiquid, such investments, when successful, can yield investors substantial returns on capital and generate attractive management and performance-based incentive fees for the sponsor of such funds.

#### Employees

We believe that our people are our most important asset, and it is their reputation, talent, integrity and dedication that underpin our success. As of December 31, 2018, we employed 2,996 people, which included 166 managing directors and 1,312 other professionals and support staff in our Financial Advisory segment and 102 managing directors and 1,014 other professionals and support staff in our Asset Management segment. We strive to maintain a work environment that fosters professionalism, excellence, diversity and inclusion, collaboration and cooperation among our employees worldwide. We generally utilize an evaluation process at the end of each year to measure performance, determine compensation and provide guidance on opportunities for improved performance. Generally, our employees are not subject to any collective bargaining agreements, except that our employees in certain of our offices, including France and Italy, are covered by national, industry-wide collective bargaining agreements. We believe that we have good relations with our employees.

#### Competition

The financial services industry, and all of the businesses in which we compete, are intensely competitive, and we expect them to remain so. Our competitors are other investment banking and financial advisory firms, broker-dealers, commercial and “universal” banks, insurance companies, investment management firms, hedge fund management firms, alternative investment firms and other financial institutions. We compete with some of them globally and with others on a regional, product or niche basis. We compete on the basis of a number of factors, including quality of people, transaction execution skills, investment track record, quality of client service, individual and institutional client relationships, absence of conflicts, range and price of products and services, innovation, brand recognition and business reputation.

While our competitors vary by country in our Financial Advisory business, we believe our primary competitors in securing engagements include Bank of America Merrill Lynch, Barclays, Centerview Partners, Citigroup, Credit Suisse, Deutsche Bank, Evercore Partners, Goldman Sachs, Greenhill, JPMorgan Chase, Morgan Stanley, Rothschild and UBS. In our Restructuring practice, we believe our primary competitors include Centerview Partners, Evercore Partners, Houlihan Lokey, PJT Partners, Moelis & Company and Rothschild.

We believe that our primary global competitors in our Asset Management business include, in the case of Lazard Asset Management LLC (“LAM LLC”) and its subsidiaries (collectively, “LAM”), Aberdeen, Acadian, Alliance Bernstein, Capital Management & Research, Fidelity, Franklin Templeton, Invesco, JP Morgan Asset Management,

Lord Abbett, MFS, Neuberger Berman and Schroders and, in the case of Lazard Frères Gestion SAS (“LFG”), private banks with offices in France as well as large institutional banks and fund managers. We face competition in private equity both in the pursuit of outside investors for our private equity funds and the acquisition

8

---

of investments in attractive portfolio companies. We compete with hundreds of other funds, many of which are subsidiaries of, or otherwise affiliated with, large financial service providers.

Competition is also intense in each of our businesses for the attraction and retention of qualified employees, and we compete, among other factors, on the level and nature of compensation and equity-based incentives for key employees. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new employees and retain and motivate our existing employees, in each case, at appropriate compensation levels.

Many of our competitors are large, consolidated financial institutions that have the ability to offer a wider range of products than we offer, including loans, deposit taking, insurance and brokerage services. Many of these firms also offer more extensive asset management and investment banking services, which may enhance their competitive position. They also may have the ability to support investment banking and investment management products with commercial banking, insurance and other financial services revenue in an effort to gain market share, which could result in pricing pressure in our businesses. At the same time, demand for independent financial advice has created opportunities for new entrants, including a number of boutique financial advisory firms. These boutique firms frequently compete, among other factors, on the basis of their independent financial advice, and their activities also could result in pricing and other competitive pressure in our businesses. We also face competition from asset management firms that specialize in providing passively managed investment strategies at relatively low costs, which could result in pricing pressure in our Asset Management business.

See Item 1A, “Risk Factors—The financial services industry, and all of the businesses in which we compete, are intensely competitive” below.

## Regulation

Our businesses, as well as the financial services industry generally, are subject to extensive regulation throughout the world. As a matter of public policy, regulatory bodies are charged with safeguarding the integrity of the securities and other financial markets and with protecting the interests of customers participating in those markets, not with protecting the interests of our stockholders or creditors. Many of our affiliates that participate in securities markets are subject to comprehensive regulations that include some form of minimum capital retention requirements and customer protection rules. In the U.S., certain of our subsidiaries are subject to such regulations promulgated by the United States Securities and Exchange Commission (the “SEC”), and/or the Financial Industry Regulatory Authority (“FINRA”). Standards, requirements and rules implemented throughout the European Union are broadly comparable in scope and purpose to the regulatory capital and customer protection requirements imposed under the SEC and FINRA rules. European Union directives also permit local regulation in each jurisdiction, including those in which we operate, to be more restrictive than the requirements of such European Union-wide directives. These sometimes burdensome local requirements can result in certain competitive disadvantages to us.

In the U.S., the SEC is the federal agency responsible for the administration of the federal securities laws. FINRA is a voluntary, self-regulatory body composed of members, such as our broker-dealer subsidiaries, that have agreed to abide by FINRA’s rules and regulations. The SEC, FINRA and other U.S. and non-U.S. regulatory organizations may examine the activities of, and may expel, fine and otherwise discipline us and our employees. The laws, rules and regulations comprising this framework of regulation and the interpretation and enforcement of existing laws, rules and regulations are constantly changing. The effect of any such changes cannot be predicted and may impact the manner of operation and profitability of our businesses.

Our principal U.S. broker-dealer subsidiary, Lazard Frères & Co. LLC (“LFNY”), through which we conduct most of our U.S. Financial Advisory business, is currently registered as a broker-dealer with the SEC and FINRA, and as a broker-dealer in all 50 U.S. states, the District of Columbia and Puerto Rico. As such, LFNY is subject to regulations governing most aspects of the securities business, including regulations regarding minimum capital retention requirements, record-keeping and reporting procedures, relationships with customers, experience and training

requirements for certain employees, and business procedures with firms that are not members of certain regulatory bodies. In addition, LFN Y is a member organization of the New York Stock Exchange LLC and the NYSE MKT LLC and is subject to various rules and regulations that have been promulgated by these securities exchanges. Lazard Asset Management Securities LLC (“LAM Securities”), a subsidiary of LAM LLC, is registered

9

---

as a broker-dealer with the SEC and FINRA and in all 50 U.S. states, the District of Columbia and Puerto Rico. Lazard Middle Market LLC is registered as a broker-dealer with the SEC and FINRA, and as a broker-dealer in various U.S. states and territories.

Our U.S. broker-dealer subsidiaries, including LFNY, are subject to the SEC's uniform net capital rule, Rule 15c3-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the net capital rules of FINRA, which may limit our ability to make withdrawals of capital from our broker-dealer subsidiaries. The uniform net capital rule sets the minimum level of net capital a broker-dealer must maintain and also requires that a portion of its assets be relatively liquid. FINRA may prohibit a member firm from expanding its business or paying cash dividends if it would result in net capital falling below FINRA's requirements. In addition, our broker-dealer subsidiaries are subject to certain notification requirements related to withdrawals of excess net capital. Our broker-dealer subsidiaries are also subject to regulations, including the USA PATRIOT Act of 2001, which impose obligations regarding the prevention and detection of money-laundering activities, including the establishment of customer due diligence and other compliance policies and procedures. Failure to comply with these requirements may result in monetary, regulatory and, in certain cases, criminal penalties.

Certain U.K. subsidiaries of Lazard Group, including Lazard & Co., Limited ("LCL"), Lazard Fund Managers Limited and Lazard Asset Management Limited, which we refer to in this Annual Report on Form 10-K (this "Form 10-K") as the "U.K. subsidiaries," are authorized and regulated by the Financial Conduct Authority (the "FCA"), and are subject to various rules and regulations made by the FCA under the authorities conferred upon it by the Financial Services and Markets Act 2000, as amended by the Financial Services Act 2012.

We also have other subsidiaries that are registered as broker-dealers (or have similar non-U.S. registration) in various jurisdictions.

Certain of our Asset Management subsidiaries are registered as investment advisors with the SEC. As a registered investment advisor, each is subject to the requirements of the Investment Advisers Act of 1940, as amended (the "Investment Advisers Act"), and the SEC's regulations thereunder. Such requirements relate to, among other things, the relationship between an advisor and its advisory clients, as well as general anti-fraud prohibitions. LAM LLC serves as an investment advisor to several U.S. mutual funds which are registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The Investment Company Act regulates, among other things, the relationship between a mutual fund and its investment advisor (and other service providers) and prohibits or severely restricts principal transactions between an advisor and its advisory clients, imposes record-keeping and reporting requirements, disclosure requirements, limitations on trades where a single broker acts as the agent for both the buyer and seller, and limitations on affiliated transactions and joint transactions. LAM Securities serves as an underwriter or distributor for mutual funds and private funds managed by LAM, and as an introducing broker to Pershing LLC for unmanaged accounts of certain of LAM LLC's private clients.

Compagnie Financière Lazard Frères SAS ("CFLF"), our French subsidiary under which asset management and commercial banking activities are carried out in France, is subject to regulation by the Autorité de Contrôle Prudentiel et de Résolution ("ACPR") for its banking activities conducted through our Paris-based banking subsidiary, Lazard Frères Banque SA ("LFB"). The investment services activities of the Paris group, exercised through LFB and other subsidiaries of CFLF, primarily LFG (asset management), also are subject to regulation and supervision by the Autorité des Marchés Financiers. In addition, pursuant to the consolidated supervision rules in the European Union, LFB, in particular, as a French credit institution, is required to be supervised by a regulatory body, either in the U.S. or in the European Union. In 2013, the Company and the ACPR agreed on terms for the consolidated supervision of LFB and certain other non-Financial Advisory European subsidiaries of the Company (referred to herein, on a combined basis, as the "combined European regulated group") under such rules. Under this supervision, the combined European regulated group is required to comply with minimum requirements for regulatory net capital to be reported on a quarterly basis and satisfy periodic financial and other reporting obligations. Additionally, the combined European regulated group, together with our European Financial Advisory entities, is required to perform an annual risk

assessment and provide certain other information on a periodic basis, including financial reports and information relating to financial performance, balance sheet data and capital structure.

10

---

As a result of certain changes effected by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) related to the regulation of over-the-counter swaps and other derivative instruments, LAM and certain of its subsidiaries have registered with the U.S. Commodity Futures Trading Commission (the “CFTC”) and the National Futures Association (the “NFA”), and are subject to certain aspects of the U.S. Commodity Exchange Act and the regulations thereunder, and to the rules of the NFA. The CFTC and the NFA have authority over the laws, rules and regulations related to commodities (including the over-the-counter swaps and derivatives markets), and regulate our relationship with clients who trade in these instruments. The U.S. Commodity Exchange Act and the regulations thereunder also impose additional record-keeping and reporting requirements and disclosure requirements on LAM and its subsidiaries.

In addition, the Central Bank of Ireland, the Japanese Ministry of Finance and Financial Services Agency, the Korean Financial Supervisory Commission, the Securities and Futures Commission of Hong Kong, the Monetary Authority of Singapore, the Australian Securities & Investments Commission, the Dubai Financial Services Authority, the Swiss Financial Market Supervisory Authority, the Italian Companies and Stock Exchange Commission and the German Federal Financial Supervisory Authority, among others, regulate relevant operating subsidiaries of the Company and also have capital standards and other requirements broadly comparable to the rules of the SEC. Our business is also subject to regulation by other non-U.S. governmental and regulatory bodies and self-regulatory authorities in other countries in which we operate.

Regulators are empowered to conduct periodic examinations and initiate administrative proceedings that can result, among other things, in censure, fine, the issuance of cease-and-desist orders or the suspension or expulsion or other disciplining of a broker-dealer or investment advisor or its directors, officers or employees.

We are also subject to various anti-bribery, anti-money laundering and counter-terrorist financing laws, rules and regulations in the jurisdictions in which we operate. The U.S. Foreign Corrupt Practices Act, for example, generally prohibits offering, promising or giving, or authorizing others to give, anything of value, either directly or indirectly, to a non-U.S. government official in order to influence official action or otherwise gain an unfair business advantage, such as to obtain or retain business. Similar rules and regulations exist in other jurisdictions in which we operate. In addition, we are required to comply with economic sanctions and embargo programs administered by the U.S. Treasury’s Office of Foreign Assets Control and by similar governmental agencies and other authorities worldwide. Violations of any of these laws, rules, regulations and programs can give rise to administrative, civil or criminal penalties.

The U.S. and other governments and institutions have taken actions, and may continue to take further actions, that affect the global financial markets. Such further actions could include expanding current or enacting new standards, requirements and rules that may be applicable to us and our subsidiaries. The effect of any such expanded or new standards, requirements and rules is uncertain and could have adverse consequences to our business and results of operations. See Item 1A, “Risk Factors—Other Business Risks—Extensive regulation of our businesses limits our activities and results in ongoing exposure to the potential for significant penalties, including fines or limitations on our ability to conduct our businesses.”

Executive Officers of the Registrant

Set forth below are the name, age, present title, principal occupation and certain biographical information for each of our executive officers as of February 19, 2019, all of whom have been appointed by, and serve at the discretion of, our board of directors.

Kenneth M. Jacobs, 60

Mr. Jacobs has served as Chairman of the Board of Directors and Chief Executive Officer of Lazard Ltd and Lazard Group since November 2009. Mr. Jacobs has served as a Managing Director of Lazard since 1991 and had been a Deputy Chairman of Lazard from January 2002 until November 2009. Mr. Jacobs also served as Chief Executive Officer of Lazard North America from January 2002 until November 2009. Mr. Jacobs initially joined Lazard in 1988. Mr. Jacobs is a member of the Board of Trustees of the University of Chicago and the Brookings Institution.

Evan L. Russo, 44

Mr. Russo became Chief Financial Officer of Lazard Ltd and Lazard Group in October 2017. Mr. Russo has served as a Managing Director of Lazard since 2009, and, prior to becoming Chief Financial Officer, was Co-Head of Lazard's Capital Markets and Capital Structure Advisory practice. Mr. Russo joined Lazard as a Director in 2007. Prior to joining Lazard, Mr. Russo worked for Goldman, Sachs & Co. in the Investment Banking Division, and prior to that, for Barclays Capital. Mr. Russo began his career as a corporate attorney with the law firm of Milbank, Tweed, Hadley & McCloy.

Ashish Bhutani, 58

Mr. Bhutani has served as a member of the Board of Directors of Lazard Ltd and Lazard Group since March 2010. Mr. Bhutani is a Vice Chairman and a Managing Director of Lazard and has been the Chief Executive Officer of LAM since March 2004. Mr. Bhutani previously served as Head of New Products and Strategic Planning for LAM from June 2003 to March 2004. Prior to joining Lazard, he was Co-Chief Executive Officer, North America, of Dresdner Kleinwort Wasserstein from 2001 to the end of 2002, and was a member of its Global Corporate and Markets Board, and a member of its Global Executive Committee. Mr. Bhutani worked at Wasserstein Perella Group (the predecessor to Dresdner Kleinwort Wasserstein) from 1989 to 2001, serving as Deputy Chairman of Wasserstein Perella Group and Chief Executive Officer of Wasserstein Perella Securities from 1994 to 2001. Mr. Bhutani began his career at Salomon Brothers in 1985, where he was a Vice President in Fixed Income. Mr. Bhutani is a member of the Board of Directors of four registered investment companies, which are part of the Lazard fund complex. Mr. Bhutani is also a member of the Board of Directors of City Harvest.

Scott D. Hoffman, 56

Mr. Hoffman has served as Chief Administrative Officer of Lazard Ltd and Lazard Group since July 2017 and as General Counsel of Lazard Ltd since May 2005. Mr. Hoffman has served as a Managing Director of Lazard since January 1999 and General Counsel of Lazard Group since January 2001. Mr. Hoffman previously served as Vice President and Assistant General Counsel from February 1994 to December 1997 and as a Director from January 1998 to December 1998. Prior to joining Lazard, Mr. Hoffman was an attorney at Cravath, Swaine & Moore LLP. Mr. Hoffman is a member of the Board of Trustees of the New York University School of Law and a member of the Board of Directors of the Film Society of Lincoln Center.

Alexander F. Stern, 52

Mr. Stern has served as Chief Operating Officer of Lazard Ltd and Lazard Group since November 2008. Mr. Stern has served as a Managing Director of Lazard since January 2002, as Chief Executive Officer, Financial Advisory, since

April 2015, and as Global Head of Strategy since February 2006. Mr. Stern previously served as a Vice President in Lazard's Financial Advisory business from January 1998 to December 2000 and as a Director from January 2001 to December 2001. Mr. Stern initially joined Lazard in 1994 and previously held various positions with Patricof & Co. Ventures and IBM. Mr. Stern is the chairman of the Board of Directors of LUNGeivity Foundation.

## Where You Can Find Additional Information

Lazard Ltd files current, annual and quarterly reports, proxy statements and other information required by the Exchange Act with the SEC. The Company's SEC filings are available to the public from the SEC's internet site at <http://www.sec.gov>.

Our public website is <http://www.lazard.com> and the investor relations section hosts our SEC filings. We will make available free of charge, on or through the investor relations section of our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and Forms 3, 4 and 5 filed on behalf of directors and executive officers and any amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Also posted on our website, and available in print upon request of any Lazard Ltd shareholder to the Investor Relations Department, are charters for the Company's Audit Committee, Compensation Committee, Nominating & Governance Committee and Workplace and Culture Committee. Copies of these charters and our Corporate Governance Guidelines and Code of Business Conduct and Ethics governing our directors, officers and employees are also posted on the investor relations section of our website in the corporate governance subsection.

## ITEM 1A. RISK FACTORS

You should carefully consider the following risks and all of the other information set forth in this Form 10-K, including our consolidated financial statements and related notes. The following risks comprise the material risks of which we are aware. If any of the events or developments described below actually occurred, our business, financial condition or results of operations would likely suffer.

Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of transactions involving our Financial Advisory business and reducing the value or performance of the assets we manage in our Asset Management business, which, in each case, could materially reduce our revenue or income and adversely affect our financial position.

As a financial services firm, our businesses are materially affected by conditions in the global financial markets and economic conditions throughout the world. Unfavorable economic and market conditions can adversely affect our financial performance in both the Financial Advisory and Asset Management businesses. The future market and economic climate may deteriorate because of many factors, such as a general slowing of economic growth globally or regionally, periods of disruption or volatility in securities markets, volatility and tightening of liquidity in credit markets, volatility or significant realignments in currency markets, increases in interest rates, inflation, corporate or sovereign defaults, natural disasters, terrorism or political uncertainty.

For example, revenue generated by our Financial Advisory business is directly related to the volume and value of the transactions in which we are involved. During periods of unfavorable or uncertain market or economic conditions, the volume and value of M&A transactions may decrease, thereby reducing the demand for our Financial Advisory services and increasing price competition among financial services companies seeking such engagements. Our results of operations would be adversely affected by any such reduction in the volume or value of M&A transactions. In addition, our profitability would be adversely affected due to our fixed costs and the possibility that we would be unable to reduce our variable costs without reducing revenue or within a timeframe sufficient to offset any decreases in revenue relating to changes in market and economic conditions.

Within our Financial Advisory business, we have typically seen that, during periods of economic strength and growth, our Mergers and Acquisitions practice historically has been more active and our Restructuring practice has been less active. Conversely, during periods of economic weakness and contraction, we typically have seen that our Restructuring practice has been more active and our Mergers and Acquisitions practice has been less active. As a

result, revenue from our Restructuring practice has tended to correlate negatively to our revenue from our Mergers and Acquisitions practice over the course of business cycles. These trends are cyclical in nature and subject to periodic reversal. However, these trends do not cancel out the impact of economic conditions in our Financial Advisory business, which may be adversely affected by a downturn in economic conditions leading to decreased Mergers and Acquisitions practice activity, notwithstanding improvements in our Restructuring practice. Moreover,

13

---

revenue improvements in our Mergers and Acquisitions practice in strong economic conditions could be offset in whole or in part by any related revenue declines in our Restructuring practice. While we generally have experienced a counter-cyclical relationship between our Mergers and Acquisitions practice and our Restructuring practice, this relationship may not continue in the future, and there is no certainty that strength in one practice will offset weakness in the other.

Our Asset Management business also would be expected to generate lower revenue in a market or general economic downturn. Under our Asset Management business's arrangements, investment advisory fees we receive typically are based on the market value of AUM. Accordingly, a decline in the prices of securities, or in specific geographic markets or sectors that constitute a significant portion of our AUM (e.g., our emerging markets strategies), would be expected to cause our revenue and income to decline by causing:

- the value of our AUM to decrease, which would result in lower investment advisory fees;
- some of our clients to withdraw funds from our Asset Management business due to the uncertainty or volatility in the market, or in favor of investments they perceive as offering greater opportunity or lower risk, which would also result in lower investment advisory fees;
- some of our clients or prospective clients to hesitate in allocating assets to our Asset Management business due to the uncertainty or volatility in the market, which would also result in lower investment advisory fees; or
- negative absolute performance returns for some accounts which have performance-based incentive fees, which would result in a reduction of revenue from such fees.

Our AUM has declined from time to time during recent periods. For example, total AUM at December 31, 2018 was \$215 billion, a decrease of 14% as compared to total AUM at December 31, 2017. If our Asset Management revenue declines without a commensurate reduction in our expenses, our net income would be reduced. In addition, in the event of a market or general economic downturn, our alternative investment and private equity practices also may be impacted by a difficult fund raising environment and reduced exit opportunities in which to realize the value of their investments. Fluctuations in foreign currency exchange rates may also affect the levels of our AUM and our investment advisory fees. See "Fluctuations in foreign currency exchange rates could reduce our stockholders' equity and net income or negatively impact the portfolios of our Asset Management clients and may affect the levels of our AUM" below.

Due to the nature of our business, financial results could differ significantly from period to period, which may make it difficult for us to achieve steady earnings growth on a quarterly basis.

We experience significant fluctuations in quarterly revenue and profits. These fluctuations generally can be attributed to the fact that we earn a substantial portion of our Financial Advisory revenue upon the successful completion of a transaction or a restructuring, the timing of which is uncertain and is not subject to our control. As a result, our Financial Advisory business is highly dependent on market conditions and the decisions and actions of our clients, interested third parties and governmental authorities. For example, a client or counterparty could delay or terminate an acquisition transaction because of a failure to agree upon final terms, failure to obtain necessary regulatory consents or board of directors, or acquirer's or stockholder approval, failure to secure necessary financing, adverse market conditions or because the seller's business is experiencing unexpected operating or financial problems. Anticipated bidders for assets of a client during a restructuring transaction may not materialize or our client may not be able to restructure its operations or indebtedness, for example, due to a failure to reach agreement with its principal creditors. In addition, a bankruptcy court may deny our right to collect a "success" or "completion" fee. In these circumstances, other than in engagements where we receive monthly retainers, we often do not receive any advisory fees other than the reimbursement of certain expenses, despite the fact that we devote resources to these transactions. Accordingly, the failure of one or more transactions to close either as anticipated or at all could cause significant fluctuations in quarterly revenue and profits and could materially adversely affect our business, financial condition and results of operations. For more information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations".



In addition, our Asset Management revenue is particularly sensitive to fluctuations in our AUM. Asset Management fees are predominantly based on the daily, monthly or quarterly average AUM. As a result, a reduction in AUM at the end of a day, month or quarter (as a result of market depreciation, withdrawals, fluctuations in foreign currency exchange rates or otherwise) will result in a decrease in management fees. Similarly, the timing of flows, contributions and withdrawals are often out of our control and may be inconsistent from quarter to quarter. Incentive fees are driven by investment performance (either absolute performance or relative to an established benchmark), which is directly impacted by market movements, and may therefore fluctuate from period to period.

As a result of such fluctuations, it may be difficult for us to achieve steady revenue and earnings growth on a quarterly basis.

Our ability to retain our managing directors and other key professional employees is critical to the success of our business, including maintaining compensation levels at an appropriate level of costs, and failure to do so may materially adversely affect our results of operations and financial position.

Our people are our most important asset. We must retain the services of our managing directors and other key professional employees, and strategically recruit and hire new talented employees, to obtain and successfully execute the Financial Advisory and Asset Management engagements that generate substantially all of our revenue.

In general, our industry continues to experience change and be subject to significant competitive pressures with respect to the retention of top talent, which makes it more difficult for us to retain professionals. Loss of key employees may occur due to perceived opportunity for promotion, compensation levels, work environment, retirement or the pursuit of philanthropic, civic or similar service opportunities, or other individual reasons, some of which may be beyond our control. If managing directors and other key professional employees were to retire, join an existing competitor, form a competing company or otherwise leave us, we could need to replace them, and some of our clients could eventually choose to use the services of that competitor or some other competitor instead of our services. In any such event, our investment banking fees, asset management fees or AUM could decline. The employment arrangements, non-competition agreements and retention agreements we have or will enter into with our managing directors and other key professional employees may not sufficiently prevent our managing directors and other key professional employees from resigning from practice or competing against us. In addition, these arrangements and agreements have a limited duration and expire after a certain period of time. We continue to be subject to intense competition in the financial services industry regarding the recruitment and retention of key professionals, and have experienced departures from and added to our professional ranks as a result.

Certain changes to our employee compensation arrangements may result in increased compensation and benefits expense. In addition, any changes to the mix of cash and deferred incentive compensation granted to our employees may affect certain financial measures applicable to our business, including ratios of compensation and benefits expense to revenue, and may result in the issuance of increased levels of Lazard Ltd's Class A common stock, par value \$0.01 per share ("Class A common stock"), to our employees upon vesting of restricted stock units ("RSUs"), performance-based restricted stock units ("PRSUs"), restricted stock awards or other equity-based awards in a particular year. Our compensation levels, results of operations and financial position may be significantly affected by many factors, including general economic and market conditions, our operating and financial performance, staffing levels and competitive pay conditions.

The financial services industry, and all of the businesses in which we compete, are intensely competitive.

The financial services industry is intensely competitive, and we expect it to remain so. We compete on the basis of a number of factors, including the quality of our advice, our employees and transaction execution, the range and price of our products and services, our innovation and our reputation. We have experienced intense fee competition in some of our businesses in recent years, and we believe that we may experience pricing pressures in these and other areas in the future as some of our competitors seek to obtain increased market share by reducing fees.

A number of factors increase the competitive risks of our Financial Advisory and Asset Management businesses:

• there are relatively few barriers to entry impeding the launch of new asset management and financial advisory firms, including a relatively low cost of entering these businesses, and the successful efforts of

15

---

new entrants into our lines of business, including major banks and other financial institutions, have resulted in increased competition;

• other industry participants will from time to time seek to recruit our employees away from us in order to compete in our lines of business; and

• certain of our practices and products are newly established and relatively small.

In addition, many of our competitors have the ability to offer a wide range of products, from loans, deposit-taking and insurance to brokerage, asset management and investment banking services, which may enhance their competitive position. They may also have the ability to support investment banking, including financial advisory services, with commercial banking, insurance and other financial services in an effort to gain market share, which could result in pricing pressure in our businesses.

Competitive pressure could adversely affect our ability to attract new or retain existing clients, make successful investments, retain our people or maintain AUM, any of which would adversely affect our results of operations and financial condition.

A substantial portion of our revenue is derived from Financial Advisory fees, which are not long-term contracted sources of revenue and are subject to intense competition, and declines in our Financial Advisory engagements could have a material adverse effect on our business, financial condition and results of operations.

We historically have earned a substantial portion of our revenue from advisory fees paid to us by our Financial Advisory clients, which usually are payable upon the successful completion of a particular transaction or restructuring. For example, for the year ended December 31, 2018, Financial Advisory services accounted for approximately 55% of our consolidated net revenue. We expect that we will continue to rely on Financial Advisory fees for a substantial portion of our revenue for the foreseeable future, and a decline in our Financial Advisory engagements or the market for financial advisory services would adversely affect our business, financial condition and results of operations.

In addition, we operate in a highly competitive environment where typically there are no long-term contracted sources of revenue. Each revenue-generating engagement typically is separately awarded and negotiated. Furthermore, many businesses do not routinely engage in transactions requiring our services and, as a consequence, our fee paying engagements with many clients are not likely to be predictable. We also lose clients each year, including as a result of the sale or merger of a client, a change in a client's senior management and competition from other financial advisors and financial institutions. As a result, our engagements with clients are constantly changing and our Financial Advisory fees could decline quickly due to the factors discussed above.

If the number of debt defaults, bankruptcies or other factors affecting demand for our Restructuring services declines, our Restructuring revenue could suffer.

We provide various restructuring and restructuring-related advice to companies in financial distress or to their creditors or other stakeholders. Historically, the fees from restructuring-related services have been a significant part of our Financial Advisory revenue. A number of factors could affect demand for these advisory services, including improving general economic conditions, the availability and cost of debt and equity financing and changes to laws, rules and regulations, including those that protect creditors, and the deregulation or privatization of particular industries. For example, global restructuring activity during 2018, as measured by the number of corporate defaults, decreased significantly as compared to 2017.

Potential underwriting and trading activities may expose us to risk.

In 2014, we took steps that have enabled us to act as an underwriter in public offerings and other distributions of securities in order to buttress our Financial Advisory business. If we act as an underwriter, we may incur losses and be subject to reputational harm to the extent that, for any reason, we are unable to sell securities we purchased as an underwriter at the anticipated price levels. In addition, if we act as an underwriter, we may also be subject to



liability for material misstatements or omissions in prospectuses and other offering documents relating to offerings we underwrite. In such cases, any indemnification provisions in the applicable underwriting agreement may not be available to us or may not be sufficient to protect us against losses arising from such liability. Operational risk in connection with any offering we underwrite could arise in the form of errors, deficiencies or noncompliance and also could expose us to risk. In addition, indemnification provisions in our agreement with our clearing organization, customer trading and other activities may expose us to off-balance sheet credit risk. Securities may have to be purchased or sold at prevailing market prices in the event a customer fails to settle a trade on its original terms. We seek to manage the risks associated with underwriting and customer trading activities through screening, internal review and trading procedures and processes, but such procedures and processes may not be effective in all cases.

Our investment style in our Asset Management business, including the mix of asset classes and investment strategies comprising our AUM, may underperform or generate less demand than other investment approaches, which may result in significant client or asset departures, or a reduction in AUM.

Even when securities prices are rising generally, performance can be affected by investment style and mix of asset classes. For example, many of the equity investment strategies in our Asset Management business share a common investment orientation towards relative value investing. We believe this style tends to outperform the market in some market environments and underperform it in others. In particular, a prolonged growth environment may cause some of our investment strategies to go out of favor with some clients, advisors, consultants or third-party intermediaries. In addition, all of our investment strategies are actively managed strategies which seek to outperform relative to a benchmark or generate an absolute return. Management fees for actively managed strategies tend to be higher than those charged for passively managed strategies. The perception that actively managed strategies have, on average, underperformed relative to passively managed strategies over time, combined with greater pressure on clients to acquire asset management services at lower costs, has contributed to increased trends toward passively managed investment strategies. This, in turn, may adversely affect demand for our strategies or result in fee pressure on our business overall. In combination with poor performance relative to peers, changes in personnel, challenging market environments or other difficulties, the underperformance of our investment style may result in significant client or asset departures or a reduction in AUM.

We could lose clients and suffer a decline in our Asset Management revenue and earnings if the investments we choose in our Asset Management business perform poorly, regardless of overall trends in the prices of securities.

Investment performance affects our AUM relating to existing clients and is one of the most important factors in retaining clients and competing for new Asset Management business. Poor investment performance could impair our revenue and growth because:

- existing clients might withdraw funds from our Asset Management business in favor of better performing products, which would result in lower investment advisory fees;
- our incentive fees, which provide us with a set percentage of returns on some alternative investment and private equity funds and other accounts, would decline;
- third-party financial intermediaries, rating services, advisors or consultants may rate our products poorly, which may result in client withdrawals and reduced asset flows; or
- firms with which we have strategic alliances may terminate such relationships with us, and future strategic alliances may be unavailable.

Over certain time periods, we may have a higher concentration of assets in certain strategies. To the extent that this is the case, underperformance, changes in investment personnel or other changes in these strategies, as well as changes in a variety of macroeconomic and other factors, may result in a withdrawal of assets. If a significant amount of clients withdraw from these strategies for any reason, our revenues would decline and our operating results would be adversely affected.



Because many of our Asset Management clients can remove the assets we manage on short notice, we may experience unexpected declines in revenue and profitability.

Our investment advisory contracts are generally terminable upon very short notice. Institutional and individual clients, and firms with which we have strategic alliances, can terminate their relationship with us, reduce the aggregate amount of AUM or shift their funds to other types of accounts with different rate structures for a number of reasons, including investment performance, departures from or changes to the teams that manage our investment products, or changes in prevailing interest rates and financial market performance. Poor performance relative to other investment management firms tends to result in decreased investments in our investment products, increased redemptions of our investment products, and the loss of institutional or individual accounts or strategic alliances. In addition, the ability to terminate relationships may allow clients to renegotiate for lower fees paid for asset management services.

In addition, in the U.S., as required by the Investment Company Act, each of our investment advisory contracts with the mutual funds we advise or subadvise automatically terminates upon its “assignment.” Each of our other investment advisory contracts subject to the provisions of the Investment Advisers Act provide, as required by the Investment Advisers Act, that the contract may not be “assigned” without the consent of the customer. A sale of a sufficiently large block of shares of our voting securities or other transactions could be deemed an “assignment” in certain circumstances. An assignment, actual or constructive, would trigger these termination provisions and could adversely affect our ability to continue managing client accounts.

Access to clients through intermediaries and consultants is important to our Asset Management business, and reductions in referrals from such intermediaries or consultants or poor reviews of our products or our organization by such intermediaries or consultants could materially reduce our revenue and impair our ability to attract new clients.

Our ability to market our Asset Management services relies in part on receiving mandates from the client base of national and regional securities firms, banks, insurance companies, defined contribution plan administrators, investment consultants and other intermediaries. To an increasing extent, our Asset Management business uses referrals from accountants, lawyers, financial planners and other professional advisors. The inability to have this access could materially adversely affect our Asset Management business. In addition, many of these intermediaries and consultants review and evaluate our products and our organization. Poor reviews or evaluations of either the particular product or of us may result in client withdrawals or an inability to attract new assets through such intermediaries or consultants.

Our Asset Management business relies on non-affiliated third-party service providers.

Our Asset Management business has entered into service agreements with third-party service providers for client order management and the execution and settlement of client securities transactions. This business faces the risk of operational failure of any of our clearing agents, the exchanges, clearing houses or other intermediaries we use to facilitate our securities transactions. We oversee and manage these relationships. Poor oversight and control or inferior performance or service on the part of the service provider could result in loss of customers and violations of applicable rules and regulations. Any such failure could adversely affect our ability to effect transactions and to manage our exposure to risk.

Our results of operations may be affected by fluctuations in the fair value of positions held in our investment portfolios.

We invest capital in various types of equity and debt securities in order to seed equity, debt and alternative investment funds, and for general corporate purposes. Such investments are subject to market fluctuations due to changes in the market prices of securities, interest rates or other market factors, such as liquidity. While we may seek to hedge the market risk for some of these investments, an effective hedge may not be available, and if available, may not be fully effective. These investments are adjusted for accounting purposes to fair value at the end of each quarter regardless of

our intended holding period, with any related gains or losses reflected in our results of operations, and therefore may increase the volatility of our earnings, even though such gains or losses may not be realized.

Fluctuations in foreign currency exchange rates could reduce our stockholders' equity and net income or negatively impact the portfolios of our Asset Management clients and may affect the levels of our AUM.

We are exposed to fluctuations in foreign currencies, including through advisory fees paid to our Financial Advisory business and management fees paid to our Asset Management business. Our financial statements are denominated in U.S. Dollars and, for the year ended December 31, 2018, we received approximately 40% of our consolidated net revenue in other currencies, predominantly in Euros, British Pounds and Australian Dollars. In addition, we pay a significant amount of our expenses in such other currencies. The exchange rates of these currencies versus the U.S. Dollar affect the carrying value of our assets and liabilities as well as our revenues, expenses and net income. We do not generally hedge such foreign currency exchange rate exposure arising in our subsidiaries outside of the U.S. Fluctuations in foreign currency exchange rates may also make period to period comparisons of our results of operations difficult.

Fluctuations in foreign currency exchange rates also can impact the portfolios of our Asset Management clients. Client portfolios are invested in securities across the globe, although most portfolios are funded in a single base currency. Foreign currency exchange rate fluctuations can adversely impact investment performance for a client's portfolio and also may affect the levels of our AUM. As our AUM include significant assets that are denominated in currencies other than U.S. Dollars, an increase in the value of the U.S. Dollar relative to non-U.S. currencies, with all other factors held constant, generally would result in a decrease in the dollar value of our AUM, which, in turn, would result in lower U.S. Dollar-denominated revenue in our Asset Management business. As of December 31, 2018, AUM with foreign currency exposure represented approximately 70% of our total AUM.

See Note 14 of Notes to Consolidated Financial Statements for additional information regarding the impact on stockholders' equity from currency translation adjustments and Note 2 of Notes to Consolidated Financial Statements for additional information regarding the impact on operating results from currency transaction adjustments.

We have investments, primarily through our private equity businesses, in relatively high-risk, illiquid assets, and we may lose some or all of the principal amount of these investments or fail to realize any profits from these investments for a considerable period of time.

We have made, and in the future may make, principal investments in public or private companies or in alternative investments (including private equity funds) established by us, and we continue to hold principal investments directly or through funds managed by certain affiliates of Lazard, including Edgewater, as well as third parties. Making principal investments is risky, and we may lose some or all of the principal amount of our investments. Certain of these types of investments may be in relatively high-risk, illiquid assets. Because it may take several years before attractive alternative investment opportunities are identified, some or all of the capital committed by us to these funds is likely to be invested in government securities, other short-term, highly rated debt securities and money market funds that traditionally have offered investors relatively lower returns. In addition, these investments may be adjusted for accounting purposes to fair value at the end of each quarter, and any related gains or losses would affect our results of operations and could increase the volatility of our earnings, even though such fair value fluctuations may have no cash impact. It takes a substantial period of time to identify attractive alternative investment opportunities, to raise all the funds needed to make an investment and then to realize the cash value of an investment through resale. Even if an alternative investment proves to be profitable, it may be several years or longer before any profits can be realized in cash or other proceeds.

Our revenue from our private equity business is derived primarily from management fees, which are calculated as a percentage of committed capital or invested capital depending on the stage of each respective fund. Transaction and advisory fees may also be earned. Incentive fees are earned if investments are profitable over a specified threshold. Our ability to form new alternative investment funds is subject to a number of uncertainties, including past performance of our funds, market or economic conditions, competition from other fund managers and the ability to negotiate terms with major investors.



Extensive regulation of our businesses limits our activities and results in ongoing exposure to the potential for significant penalties, including fines or limitations on our ability to conduct our businesses.

The financial services industry is subject to extensive regulation. We are subject to regulation by governmental and self-regulatory organizations in the jurisdictions in which we operate around the world. Many of these regulators, including U.S. and non-U.S. government agencies and self-regulatory organizations, as well as state securities commissions in the U.S., are empowered to conduct administrative proceedings that can result in censure, fine, the issuance of cease-and-desist orders or the suspension or expulsion of a broker-dealer from registration or membership. The requirements imposed by our regulators are designed to ensure the integrity of the financial markets and to protect customers and other third parties who deal with us and are not designed to protect our stockholders. Consequently, these regulations often serve to limit our activities, including through net capital, customer protection and market conduct requirements.

We face the risk of significant intervention by regulatory authorities, including extended investigation and surveillance activity, adoption of costly or restrictive new regulations and judicial or administrative proceedings that may result in substantial penalties. Among other things, we could be fined or be prohibited from engaging in some of our business activities. In addition, the regulatory environment in which we operate is subject to modification and further regulation. Such changes may increase the expenses that we incur without necessarily leading to commensurate increases in revenue and income. Certain laws and regulations within the U.S. and externally include extraterritorial application that may lead to overlapping or conflicting legal and regulatory burdens with additional risks and implementation expenses. New laws or regulations or changes in the enforcement of existing laws or regulations applicable to us and our clients also may adversely affect our business, and our ability to function in this environment will depend on our ability to constantly monitor and react to these changes.

The U.S. and other governments and institutions have taken actions, and may in the future take further actions, in response to disruption and volatility in the global financial markets. Such further actions could include expanding current or enacting new standards, requirements and rules that may be applicable to us and our subsidiaries. The effect of any such expanded or new standards, requirements and rules is uncertain and could have adverse consequences to our business, financial condition and results of operations. While we continue to examine the requirements of new regulations that may become applicable to us in the U.S. and in the European Union (see “Business—Regulation”), and previously announced actual or potential regulations that may be modified, we are not able to predict the ultimate effect on us.

The regulatory environment in which our clients operate may also impact our business. For example, changes in antitrust laws or the enforcement of antitrust laws could affect the level of M&A activity and changes in state laws may limit investment activities of state pension plans. In addition, many tax laws and regulations have been modified, or are otherwise under review, in the U.S. and in many other jurisdictions in which we and our clients operate. Actual and proposed changes to these laws and regulations may affect the level of M&A activity, including cross-border M&A activity.

For asset management businesses in general, there have been a number of highly publicized cases involving fraud or other misconduct by employees of asset management firms, as well as industry-wide regulatory inquiries. These cases and inquiries have resulted in increased scrutiny in the industry and may result in new rules and regulations for mutual funds, hedge funds, private equity funds and their investment managers. This regulatory scrutiny and these rulemaking initiatives may result in an increase in operational and compliance costs or the risk of assessment of significant fines or penalties against our Asset Management business, and may otherwise limit our ability to engage in certain activities.

Specific regulatory changes also may have a direct impact on the revenue of our Asset Management business. In addition to regulatory scrutiny and potential fines and sanctions, regulators continue to examine different aspects of the asset management industry. For example, the use of “soft dollars,” where a portion of commissions paid to

broker-dealers in connection with the execution of client trades also pays for research and other eligible services that are used by investment advisors, is being reexamined by different regulatory bodies and industry participants. Although a substantial portion of the research relied on by our Asset Management business in its investment decision-making processes is generated internally by our investment personnel, external research, including external research and other eligible services traditionally paid for with soft dollars, is also important to the process. This

external research includes materials provided by broker-dealers and research firms, as well as eligible data and analytics services from various sources. In connection with the implementation of the EU Markets in Financial Instruments Directive II (“MiFID II”) in 2018, our Asset Management affiliates in Germany and the U.K. decided to pay for broker research services from their own resources. The ultimate impact of MiFID II and potential similar, future regulatory changes on our Asset Management business and on the financial industry as a whole remains uncertain, although it has reduced our ability to utilize commissions to pay for research services and other soft dollar services in certain European jurisdictions. Similar pressures may come from changes in the asset management industry itself, which may further increase our costs related to external research services. For the year ended December 31, 2018, our Asset Management business obtained research and other eligible services through third-party soft dollar arrangements, the total value of which we estimate to be approximately \$30 million.

In addition, new regulations affecting the asset management business, including those regarding the management of U.S. mutual funds, hedge funds, UCITS funds and the use of certain investment products may impact our Asset Management business and result in increased costs. For example, the European Union has adopted updated directives on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (“UCITS V”) with respect to various subjects. Among other things, UCITS V establishes remunerations policies which impact the structure of compensation for certain portfolio managers and other personnel within the Company. UCITS V also establishes certain regulations governing oversight and independence of depository functions. While these rules have already been implemented, they could further impact our personnel or result in changes to our operations, resulting in increased costs to the business. In addition, many regulators around the world, including those in the U.S., continue to adopt disclosure requirements impacting the asset management business, as well as changes to the laws, rules and regulations relating to recordkeeping and reporting obligations.

Legislators and regulators around the world continue to explore changes to, and additional oversight of, the financial industry generally. The impact of the potential changes on us are uncertain and may result in an increase in costs or a reduction of revenue associated with our businesses.

See “Business—Regulation” above for a further discussion of the regulatory environment in which we conduct our businesses.

The financial services industry faces substantial litigation and regulatory risks, and we may face damage to our professional reputation and legal liability if our services are not regarded as satisfactory or if conflicts of interest should arise.

As a financial services firm, we depend to a large extent on our relationships with our clients and our reputation for integrity and high-caliber professional services to attract and retain clients. As a result, if a client is not satisfied with our services, such dissatisfaction may be more damaging to our business than to other types of businesses. Moreover, our role as advisor to our clients on important transactions involves complex analysis and the exercise of professional judgment, including, if appropriate, rendering “fairness opinions” in connection with mergers and other transactions. Our role as advisor to our sovereign and government clients in particular may occasionally result in increased publicity of our involvement with, and our advice to, such clients.

In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial advisors has been increasing. The activities of our Financial Advisory business may subject us to the risk of significant legal actions by our clients and third parties, including our clients’ stockholders, under securities or other laws. Such legal actions may include allegations relating to aiding and abetting breaches of fiduciary duties and to materially false or misleading statements made in connection with securities and other transactions. We may also be exposed to potential liability for the fairness opinions and other advice provided to participants in corporate transactions. In our Asset Management business, we make investment decisions on behalf of our clients which could result in substantial losses. Many of our business activities may subject us to the risk of legal actions alleging

negligence, misconduct, breach of fiduciary duty or breach of contract.

We increasingly confront actual and potential conflicts of interest relating to our Financial Advisory business, as well as to the fact that we have both a Financial Advisory business and an Asset Management business. It is possible that actual, potential or perceived conflicts of interest could give rise to client dissatisfaction, litigation or regulatory enforcement actions, which could have the effect of limiting our business opportunities. Appropriately

21

---

identifying and managing actual or perceived conflicts of interest is complex and difficult, and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential or actual conflicts of interest. We have adopted various policies, controls and procedures to address or limit actual or perceived conflicts of interest. However, these policies, controls and procedures may not be adhered to by our employees or be effective in reducing the applicable risks. Any failure of, or failure to adhere to, these policies, controls and procedures may result in regulatory sanctions or client litigation. We may also face competition from time to time from other financial services firms that do not operate under similar policies, controls and procedures.

Our Financial Advisory engagements typically include broad indemnities from our clients and provisions designed to limit our exposure to legal claims relating to our services, but these provisions may not protect us or may not be available or adhered to in all cases. We also are subject to claims arising from disputes with employees for alleged wrongful termination, discrimination or harassment, among other things. These risks often may be difficult to assess or quantify, and their existence and magnitude often remain unknown for substantial periods of time.

We may incur significant legal expenses in defending against litigation or regulatory action against us. Substantial legal liability or significant regulatory action against us could materially adversely affect our business, financial condition or results of operations and cause significant reputational harm to us, which could seriously harm our business.

Employee misconduct, which is difficult to detect and deter, could harm us by impairing our ability to attract and retain clients and subjecting us to significant legal liability and reputational harm.

There have been a number of highly publicized cases involving fraud or other misconduct by employees in the financial services industry generally, and we run the risk that employee misconduct could occur in our business as well. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in legal action, regulatory sanctions and reputational or financial harm. Our Financial Advisory business often requires that we deal with confidences of great significance to our clients or their counterparties, improper use of which may harm our clients or our relationships with our clients. Any breach of confidences as a result of employee misconduct may adversely affect our reputation, impair our ability to attract and retain Financial Advisory clients and subject us to liability. Similarly, in our Asset Management business, we have authority over client assets, and we may, from time to time, have custody of such assets. In addition, we often have discretion to trade client assets on the client's behalf and must do so acting in the best interests of the client. As a result, we are subject to a number of obligations and standards, and the violation of those obligations or standards may adversely affect our clients and us. It is difficult to detect and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in all cases.

In recent years, the U.S. Department of Justice and the SEC have also devoted greater resources to the enforcement of the Foreign Corrupt Practices Act. In addition, the United Kingdom, France and other jurisdictions have expanded the reach of their anti-bribery laws. While we have developed and implemented policies and procedures designed to ensure compliance with anti-bribery and other laws, such policies and procedures may not be effective in all instances to prevent violations. Any determination that we have violated these laws could subject us to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunction against future conduct, securities litigation and reputational damage, any one of which could adversely affect our business, financial condition and results of operations.

A failure in or breach of our information systems or infrastructure, or those of third parties with which we do business, including as a result of cyber attacks, could disrupt our businesses, lead to reputational harm and legal liability or otherwise impact our ability to operate our business.

Our operations rely on the secure processing, storage and transmission of confidential and other information involving our computer systems, hardware, software and networks, which we refer to as information systems, and involving the

information systems of third parties with which we do business. Such information systems, which frequently include “cloud”-based networks and services, may be subject to unauthorized or fraudulent access, computer viruses or other malicious code or other threats, including “phishing” attempts, that are constantly evolving and that could have a security impact on us. There can be no assurance that we will not suffer material

losses relating to cyber attacks on, or other security breaches involving, our information systems, or the information systems of third parties with which we do business, despite taking protective measures to prevent such breaches. The increased use of mobile technologies can heighten these and other operational risks. If a successful cyber attack or other security breach were to occur, our confidential or proprietary information, or the confidential or proprietary information of our clients or their counterparties, that is stored in, or transmitted through, such information systems could be compromised or misappropriated. Any such cyber attack or other security breach, or any disruption of or failure in the physical or logical infrastructure or operating systems that support such information systems or our businesses, could significantly impact our ability to operate our businesses and could result in reputational damage, legal liability, the loss of clients or business opportunities and financial losses that are either not insured against or not fully covered through any insurance maintained by us. As cyber threats continue to multiply, become more sophisticated and threaten additional aspects of our businesses, we may also be required to expend additional resources on information security and compliance costs in order to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities or other exposures.

Other operational risks may disrupt our businesses, result in regulatory action against us or limit our growth.

Our business is highly dependent on communications and information systems, including those of our vendors. Any failure or interruption of these systems, whether caused by fire, other natural disaster, power or telecommunications failure, act of terrorism or war, system modification or upgrade, or otherwise, could materially adversely affect our business. Although back-up systems are in place, our back-up procedures and capabilities in the event of a failure or interruption may not be adequate.

Particularly in our Asset Management business, we rely heavily on our financial, accounting, trading, compliance and other data processing systems, and those of our third party vendors or service providers who support these functions. We expect that we will need to review whether to continue to upgrade and expand the capabilities of these systems in the future to avoid disruption of, or constraints on, our operations, and any such system upgrades or expansions could result in significant costs to us. Certain investment teams within our Asset Management business employ proprietary systems, including quantitative models, in connection with their investment processes. These systems and models are often designed and, with assistance from technology personnel, maintained by employees who are members of those investment teams. If any of the foregoing systems fail to operate properly or are disabled, including for reasons beyond our control, we could suffer financial loss, a disruption of our businesses, liability to clients, regulatory intervention or reputational damage. The inability of our systems (or those of our vendors or service providers) to accommodate an increasing volume of transactions also could constrain our ability to expand our businesses. In addition, errors resulting from these issues or from human error when conducting a trade or other transaction could expose us to significant risk.

In addition, if we were to experience a local or regional disaster or other business continuity problem, such as a pandemic or other man-made or natural disaster, our continued success will depend, in part, on the availability of our personnel and office facilities and the proper functioning of our computer, telecommunications, transaction processing and other information systems and operations, as well as those of third parties on whom we rely. Such events could lead us to experience operational challenges, and our inability to successfully recover could materially disrupt our businesses and cause material financial loss, regulatory actions, reputational harm or legal liability.

For additional information regarding operational risks with respect to our businesses, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Operational Risk” below.

The soundness of third parties, including our clients, as well as financial, governmental and other institutions, could adversely affect us.

We have exposure to many different industries, institutions, products and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks,

investment banks, mutual and hedge funds and other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit and settlement risk may be exacerbated when the collateral held by us, if any, cannot be fully realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to us.

Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could materially adversely affect our business.

We have documented and tested our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act, which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent auditors regarding our internal control over financial reporting. We are in compliance with Section 404 of the Sarbanes-Oxley Act as of December 31, 2018. However, if we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Failure to maintain an effective internal control environment could materially adversely affect our business.

We may pursue acquisitions, joint ventures, cooperation agreements or other growth or geographic expansion strategies that may result in additional risks and uncertainties in our business and could present unforeseen integration obstacles or costs.

We routinely assess our strategic position and may in the future seek acquisitions or other transactions or growth strategies to further enhance our competitive position. We have in the past pursued joint ventures and other transactions aimed at expanding the geography and scope of our operations. We expect to continue to explore acquisitions, growth strategies and partnership or strategic alliance opportunities that we believe to be attractive.

Acquisitions, growth strategies and joint ventures involve a number of risks and present financial, managerial and operational challenges. These risks and challenges include potential disruption of our ongoing business and distraction of management, difficulty integrating personnel and financial and other systems, difficulty hiring additional management and other critical personnel, and other challenges arising from the increased scope, geographic diversity and complexity of our operations.

To the extent that we pursue business opportunities outside of the United States and our other principal business locations, including through acquisitions, joint ventures or other geographic expansion of our existing businesses, we may become subject to political, economic, legal, operational, regulatory and other risks that are inherent in operating in a foreign country, including risks of potential price, capital and currency exchange controls, licensing requirements and other regulatory restrictions, as well as the risk of hostile actions against or affecting our business or people. Our ability to remain in compliance with local laws in a particular foreign jurisdiction could adversely affect our businesses and our reputation.

In addition, our clients and other stakeholders may react unfavorably to our acquisition, growth and joint venture strategies, we may not realize any anticipated benefits from such strategies, we may be exposed to additional liabilities of any acquired business or joint venture, we may be exposed to litigation in connection with an acquisition, growth or joint venture transaction, and we may not be able to renew on similar terms (or at all) previously successful joint ventures or similar arrangements, any of which could materially adversely affect our revenue, financial position and results of operations.

An inability to access the debt and equity capital markets as a result of our debt obligations, credit ratings or other factors could impair our liquidity, increase our borrowing costs or otherwise adversely affect our financial position or results of operations.

As of December 31, 2018, Lazard Group and its subsidiaries had approximately \$1.5 billion in debt outstanding, of which \$250 million, \$400 million, \$300 million and \$500 million relate to Lazard Group senior notes that mature in 2020, 2025, 2027 and 2028, respectively. This debt has certain mandated payment obligations, which may constrain our ability to operate our business. If we decide to redeem or retire this debt before maturity, we may be required to pay a significant premium to do so, which may adversely impact our earnings and affect our financial position. In

addition, in the future we may need to incur debt or issue equity in order to fund our working capital requirements or refinance existing indebtedness, as well as to make acquisitions and other investments. The amount of our debt obligations may impair our ability to raise debt or issue equity for financing purposes. Our access to funds also may be impaired if regulatory authorities take significant action against us or for a variety of other possible reasons. In addition, our borrowing costs and our access to the debt capital markets depend

significantly on our credit ratings. These ratings are assigned by rating agencies, which may reduce or withdraw their ratings or place us on “credit watch” with negative implications at any time.

Lazard Ltd is a holding company and, accordingly, depends upon distributions from Lazard Group to pay dividends and taxes and other expenses.

Lazard Ltd is a holding company and has no independent means of generating significant revenue. We control Lazard Group through our indirect control of both of the managing members of Lazard Group. Our subsidiaries incur income taxes on net taxable income of Lazard Group in their respective tax jurisdictions. We intend to continue to cause Lazard Group to make distributions to our subsidiaries in an amount sufficient to cover all applicable taxes payable by us and dividends, if any, declared by us. To the extent that our subsidiaries need funds to pay taxes on their share of Lazard Group’s net taxable income, or if Lazard Ltd needs funds for any other purpose, and Lazard Group is restricted from making such distributions under applicable law or regulation, or is otherwise unable to provide such funds, it could materially adversely affect our business, financial condition or results of operations.

Lazard Group is a holding company and therefore depends on its subsidiaries to make distributions to Lazard Group to enable it to service its obligations under its indebtedness.

Lazard Group depends on its subsidiaries, which conduct the operations of its businesses, for distributions, dividends and other payments to generate the funds necessary to meet its financial obligations, including payments of principal and interest on its indebtedness. However, none of Lazard Group’s subsidiaries is obligated to make funds available to it for servicing such financial obligations, and the group of entities that constitute Lazard Group’s subsidiaries may change over time. The earnings from, or other available assets of, Lazard Group’s subsidiaries may not be sufficient to pay dividends or make distributions or loans to enable Lazard Group to make payments with respect to its financial obligations when such payments are due. In addition, even if such earnings were sufficient, the agreements governing the current and future obligations of Lazard Group’s subsidiaries, regulatory requirements with respect to our broker-dealer and other regulated subsidiaries, foreign exchange controls and a variety of other factors may impede our subsidiaries’ ability to provide Lazard Group with sufficient dividends, distributions or loans to fund its financial obligations, when due.

In the event of a change or adverse interpretation of relevant income tax law, regulation or treaty, or a failure to qualify for treaty benefits, our overall tax rate may be substantially higher than the rate used for purposes of our consolidated financial statements.

Our effective tax rate is based upon the application of currently applicable income tax laws, regulations and treaties, and current judicial and administrative interpretations of those income tax laws, regulations and treaties, and upon our non-U.S. subsidiaries’ ability to qualify for benefits, including reduced withholding tax rates, among other things, under those treaties, and that a portion of their income is not subject to U.S. tax as effectively connected income. Those income tax laws, regulations and treaties, and the administrative and judicial interpretations of them, are subject to change at any time, and any such change may be retroactive.

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was enacted. The Tax Act significantly revised the U.S. corporate income tax system by, among other changes, lowering the corporate income tax rate from 35% to 21%, implementing a partial territorial tax system and imposing a one-time repatriation tax on the deemed repatriated earnings of foreign subsidiaries. The Tax Act also included several provisions that limited the benefit of the tax rate reduction, such as restricting the deductibility of interest expense and other corporate business expenses.

The international tax provisions of the Tax Act are complex and the ultimate impact on us of the international provisions, such as the base erosion and anti-abuse tax (“BEAT”), the tax on global intangible low-taxed income (“GILTI”) and the other provisions of the Tax Act is uncertain. Although clarifying guidance and proposed regulations were issued by the U.S. Internal Revenue Service (“IRS”) in 2018, further guidance and the finalization of those

regulations is expected in the near term and any changes to our understanding of the Tax Act could adversely affect us. In addition, if we were to convert into a U.S. corporation, we could be subject to additional U.S.

taxes, and future payments required under our tax receivable agreement could be accelerated, both of which could reduce the amount of our cash available for distribution or reinvestment.

In addition, the eligibility of our non-U.S. subsidiaries for treaty benefits generally depends upon, among other things, at least 50% of the principal class of shares in such subsidiaries being “ultimately owned” by U.S. citizens and persons who are “qualified residents” for purposes of the treaty. It is possible that this requirement may not be met, and even if it is met, we may not be able to document that fact to the satisfaction of the IRS. If our non-U.S. subsidiaries are not treated as eligible for treaty benefits, such subsidiaries will be subject to additional U.S. taxes, including “branch profits tax” on their “effectively connected earnings and profits” (as determined for U.S. federal income tax purposes) at a rate of 30% rather than a treaty rate of 5%.

U.S. and foreign governments, institutions (including the European Union and the Organization of Economically Developed Countries) and tax officials have produced and continue to implement many laws, regulations, and treaties that currently govern the taxation of multinational companies. Any implementation of, or changes to, any such laws, regulations and treaties that impact us could materially adversely affect our business, financial condition or results of operations.

Tax authorities may challenge our tax computations and classifications, our transfer pricing methods, and our application of related policies and methods.

Our tax returns are subject to audit by federal, local and foreign tax authorities. These authorities may successfully challenge certain tax positions or deductions taken by our subsidiaries. For example, tax authorities may contest intercompany allocations of fee income, management charges or interest charges among affiliates in different tax jurisdictions. While we believe that we have provided the appropriate required reserves (see Note 2 of Notes to Consolidated Financial Statements), it is possible that a tax authority may disagree with all, or a portion, of the tax benefits claimed. If a tax authority were to successfully challenge our positions, it could result in significant additional tax costs or payments under the tax receivable agreement described below.

In addition, there are additional transfer pricing and standardized country by country reporting requirements being implemented. Additional information from country by country reporting, certain local information sharing arrangements, and other documentation held by tax authorities is expected to be subject to greater information sharing arrangements and any challenges from tax authorities reviewing such information could adversely impact our overall tax obligations or our business, financial condition or results of operations.

Uncertainty regarding the outcome of future arrangements between the European Union and the United Kingdom may adversely affect our business.

The Company has a significant presence in many European Union countries, including the United Kingdom. The U.K. is scheduled to depart the European Union on March 29, 2019. The U.K. Government and the European Union are discussing a draft withdrawal agreement that would include transitional arrangements to apply following the U.K.’s departure. If the withdrawal agreement is approved, the U.K. Government and the European Union would then negotiate the details of future trading arrangements that would apply after the expiration of the transitional arrangements. At the time that the U.K. leaves the European Union, the commercial, regulatory and legal environment that would exist, and to which the Company’s U.K. operations would be subject, will be impacted by the nature of the arrangements that are under negotiation and yet to be determined between the U.K. and the European Union. The details of these arrangements are hard to predict, and uncertainty regarding their outcome may continue. The Company currently does not believe that any of the potential arrangements that are likely to be agreed will have a material adverse impact on the Company’s business. These potential arrangements may, however, result in certain changes in the way that we conduct our businesses, which could result in increased costs. In addition, the fact that the U.K. is scheduled to leave the European Union and the uncertainty it has produced has impacted, and may continue to impact, geopolitical perspectives and macroeconomic factors including interest rates, foreign currency exchange rates

and equity markets, and it has increased volatility in certain markets in which we operate. If these conditions continue or if current conditions worsen, our businesses may be adversely affected, which may impact our financial position and results of operations. See “Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of transactions involving our Financial Advisory business

and reducing the value or performance of the assets we manage in our Asset Management business, which, in each case, could materially reduce our revenue or income and adversely affect our financial position” above.

Our subsidiaries may be required to make payments under the Amended and Restated Tax Receivable Agreement. The IRS may challenge the tax benefits that give rise to such payments and, under certain circumstances, our subsidiaries may have made or could make payments under the Amended and Restated Tax Receivable Agreement in excess of our subsidiaries’ cash tax savings.

As further discussed in “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Income Taxes” and Note 19 of Notes to Consolidated Financial Statements, the Second Amended and Restated Tax Receivable Agreement, dated as of October 26, 2015 (the “Amended and Restated Tax Receivable Agreement”), between Lazard and LTBP Trust, a Delaware statutory trust (the “Trust”), provides for the payment by our subsidiaries to the Trust of a significant portion of the cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of certain tax benefits that are subject to the Amended and Restated Tax Receivable Agreement. Any amount paid by our subsidiaries to the Trust will generally be distributed to the owners of the Trust, including certain of our executive officers, in proportion to their beneficial interests in the Trust. If the IRS successfully challenges the tax benefits described above, under certain circumstances, our subsidiaries may have made or could make payments under the Amended and Restated Tax Receivable Agreement in excess of our subsidiaries’ cash tax savings.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made statements under the captions “Business,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in other sections of this Form 10-K that are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “target,” “goal” or “co” negative of these terms and other comparable terminology. These forward-looking statements, which are subject to known and unknown risks, uncertainties and assumptions about us, may include projections of our future financial performance based on our growth strategies, business plans and initiatives and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. These factors include, but are not limited to, the numerous risks and uncertainties outlined in “Risk Factors,” including the following:

- a decline in general economic conditions or the global or regional financial markets;
- a decline in our revenues, for example due to a decline in overall M&A activity, our share of the M&A market or our AUM;
- losses caused by financial or other problems experienced by third parties;
- losses due to unidentified or unanticipated risks;
- a lack of liquidity, i.e., ready access to funds, for use in our businesses; and
- competitive pressure on our businesses and on our ability to retain and attract employees at current compensation levels.

These risks and uncertainties are not exhaustive. Other sections of this Form 10-K describe additional factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for our management to predict all risks and uncertainties, nor can management assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. We are under no duty to update any of these forward-looking statements after the date of this Form 10-K to conform our prior statements to actual results or revised expectations and we do not intend to do so.

Forward-looking statements include, but are not limited to, statements about:

- financial goals, including ratios of compensation and benefits expense to operating revenue;
- ability to deploy surplus cash through dividends, share repurchases and debt repurchases;
- ability to offset stockholder dilution through share repurchases;
- possible or assumed future results of operations and operating cash flows;
- strategies and investment policies;
- financing plans and the availability of short-term borrowing;
- competitive position;
- future acquisitions, including the consideration to be paid and the timing of consummation;
- potential growth opportunities available to our businesses;

- potential impact of investments in our technology infrastructure and data science capabilities;

recruitment and retention of our managing directors and employees;

potential levels of compensation expense, including awarded compensation and benefits expense and adjusted compensation and benefits expense, and non-compensation expense;

potential operating performance, achievements, productivity improvements, efficiency and cost reduction efforts;

likelihood of success and impact of litigation;

expected tax rates, including effective tax rates;

changes in interest and tax rates;

availability of certain tax benefits, including certain potential deductions;

potential impact of certain events or circumstances on our financial statements;

changes in foreign currency exchange rates;

expectations with respect to the economy, the securities markets, the market for mergers, acquisitions, restructuring and other financial advisory activity, the market for asset management activity and other macroeconomic, regional and industry trends;

effects of competition on our business; and

impact of new or future legislation and regulation, including tax laws and regulations, on our business.

The Company is committed to providing timely and accurate information to the investing public, consistent with our legal and regulatory obligations. To that end, the Company uses its website, its twitter account ([twitter.com/Lazard](https://twitter.com/Lazard)) and other social media sites to convey information about our businesses, including the anticipated release of quarterly financial results, quarterly financial, statistical and business-related information, and the posting of updates of AUM in our Asset Management business. Investors can link to Lazard Ltd, Lazard Group and their operating company websites through <http://www.lazard.com>. Our websites and social media sites and the information contained therein or connected thereto shall not be deemed to be incorporated into this Form 10-K.

#### Item 1B.Unresolved Staff Comments

There are no unresolved written comments that were received from the SEC staff 180 days or more before December 31, 2018 relating to our periodic or current reports under the Exchange Act.

## Item 2. Properties

The following table lists the properties used for the entire Lazard organization as of December 31, 2018. As a general matter, one or both of our Financial Advisory and Asset Management segments (as well as our Corporate segment) uses the following properties. Our London and other offices sublease 71,207 and 7,071 square feet, respectively, to third parties. We remain fully liable for the subleased space to the extent that the subtenants fail to perform their obligations under the subleases for any reason.

Location	Square Footage	Offices
New York City	446,524 square feet of leased space	Principal office located at 30 Rockefeller Plaza
Other Americas	191,314 square feet of leased space	Bogota, Boston, Buenos Aires, Charlotte, Chicago, Houston, Lima, Los Angeles, Mexico City, Minneapolis, Montreal, Panama City, San Francisco, Santiago, São Paulo and Toronto
Paris	148,502 square feet of owned and leased space	Principal office located at 121 Boulevard Haussmann
London	144,448 square feet of leased space	Principal office located at 50 Stratton Street
Other EMEA	124,229 square feet of leased space	Amsterdam, Bordeaux, Brussels, Dubai, Dublin, Frankfurt, Geneva, Hamburg, Lyon, Madrid, Milan, Nantes, Riyadh, Stockholm and Zurich
Asia Pacific	68,331 square feet of leased space	Beijing, Hong Kong, Melbourne, Mumbai, Perth, Seoul, Singapore, Sydney and Tokyo

## Item 3. Legal Proceedings

The Company is involved from time to time in judicial, regulatory and arbitration proceedings and inquiries concerning matters arising in connection with the conduct of our businesses, including proceedings initiated by former employees alleging wrongful termination. The Company reviews such matters on a case-by-case basis and establishes any required accrual if a loss is probable and the amount of such loss can be reasonably estimated. The Company experiences significant variation in its revenue and earnings on a quarterly basis. Accordingly, the results of any pending matter or matters could be significant when compared to the Company's earnings in any particular fiscal quarter. The Company believes, however, based on currently available information, that the results of any pending matters, in the aggregate, will not have a material effect on its business or financial condition.

## Item 4. Mine Safety Disclosures

Not applicable.



Part II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our Class A common stock is traded on The New York Stock Exchange under the symbol “LAZ.”

As of February 1, 2019, there were approximately 24 holders of record of our Class A common stock. This does not include the number of shareholders that hold shares in “street-name” through banks or broker-dealers.

On February 1, 2019, the last reported sales price for our Class A common stock on the New York Stock Exchange was \$40.40 per share.

Share Repurchases in the Fourth Quarter of 2018

The following table sets forth information regarding Lazard’s purchases of its Class A common stock on a monthly basis during the fourth quarter of 2018. Share repurchases are recorded on a trade date basis.

Period	Total Number of Shares Purchased as Part of	Average Price Paid per Share	Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 – October 31, 2018				
Share Repurchase Program (1)	655,000	\$ 42.52	655,000	\$513.9 million
Employee Transactions (2)	8,012	\$ 47.83		
November 1 – November 30, 2018				
Share Repurchase Program (1)	2,850,000	\$ 39.75	2,850,000	\$400.7 million
Employee Transactions (2)	4,692	\$ 40.01		
December 1 – December 31, 2018				
Share Repurchase Program (1)	2,903,863	\$ 36.21	2,903,863	\$295.5 million
Employee Transactions (2)	7,863	\$ 38.97		
Total				
Share Repurchase Program (1)	6,408,863	\$ 38.43	6,408,863	\$295.5 million
Employee Transactions (2)	20,567	\$ 42.66		

(1) During the year ended December 31, 2018 and since 2015, the Board of Directors of Lazard authorized the repurchase of Class A common stock as set forth in the table below.

## Repurchase

Date	Authorization	Expiration
February 2015	\$ 150,000	December 31, 2016
January 2016	\$ 200,000	December 31, 2017
April 2016	\$ 113,182	December 31, 2017
November 2016	\$ 236,000	December 31, 2018
October 2017	\$ 200,000	December 31, 2019
April 2018	\$ 300,000	December 31, 2020
October 2018	\$ 300,000	December 31, 2020

In addition, on February 4, 2019, the Board of Directors of Lazard authorized the repurchase of up to \$300 million of additional shares of Class A common stock, which authorization will expire on December 31, 2020, bringing the total available share repurchase authorization as of February 4, 2019 to approximately \$510 million.

A significant portion of the Company's purchases under the share repurchase program are used to offset a portion of the shares that have been or will be issued under Lazard Ltd's 2008 Incentive Compensation Plan (the "2008 Plan") and 2018 Incentive Compensation Plan (the "2018 Plan"). Purchases under the share repurchase program may be made in the open market or through privately negotiated transactions. The rate at which the Company purchases shares in connection with the share repurchase program may vary from quarter to quarter due to a variety of factors. Amounts shown in this line item include repurchases of Class A common stock and exclude the shares of Class A common stock withheld by the Company to meet the minimum statutory tax withholding requirements as described below.

(2) Under the terms of the 2008 Plan and the 2018 Plan, upon the vesting of RSUs, PRSUs, deferred stock units ("DSUs") and delivery of restricted or other Class A common stock, shares of Class A common stock may be withheld by the Company to meet the minimum statutory tax withholding requirements. During the three month period ended December 31, 2018, the Company satisfied such obligations in lieu of issuing (i) 10,616 shares of Class A common stock upon the vesting or settlement of 102,859 RSUs and PRSUs and (ii) 9,951 shares of Class A common stock upon the vesting of 21,809 shares of restricted Class A common stock.

During the year ended December 31, 2018, the Company had in place trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to which it effected stock repurchases in the open market.

#### Equity Compensation Plan Information

See Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters—Equity Compensation Plan Information."

#### Stock Performance

The stock performance graph below compares the performance of an investment in our Class A common stock, from December 31, 2013 through December 31, 2018, with that of the S&P 500 Index and the S&P Financial Index. The graph assumes \$100 was invested at the close of business on December 31, 2013 in each of our Class A common stock, the S&P 500 Index and the S&P Financial Index. It also assumes that dividends were reinvested on the date of payment without payment of any commissions. The performance shown in the graph represents past performance and should not be considered an indication of future performance.

#### Other Matters

None.

Item 6. Selected Financial Data

The following table sets forth selected consolidated financial data for the Company for all years presented.

The consolidated statements of financial condition and operations data as of and for each of the years in the five-year period ended December 31, 2018 have been derived from Lazard Ltd's consolidated financial statements. The audited consolidated statements of financial condition as of December 31, 2018 and 2017 and audited consolidated statements of operations for each of the years in the three year period ended December 31, 2018 are included in this Form 10-K. The audited consolidated statements of financial condition as of December 31, 2016, 2015 and 2014, and the audited consolidated statements of operations for the years ended December 31, 2015 and 2014, are not included in this Form 10-K. Historical results should not be considered an indication of results for any future period.

The selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Company's consolidated financial statements and related notes included elsewhere in this Form 10-K.

Edgar Filing: Lazard Ltd - Form 10-K

Selected Consolidated Financial Data

As Of Or For The Year Ended December 31,  
2018            2017            2016            2015            2014  
(dollars in thousands, except for per share amounts)

Consolidated Statements of Operations Data (a)					
Net Revenue:					
Financial Advisory	\$1,555,526	\$1,387,682	\$1,301,044	\$1,279,628	\$1,206,734
Asset Management (b)	1,331,801	1,255,820	1,051,316	1,111,105	1,134,595
Corporate (c)	(60,975 )	809	(18,989 )	(37,125 )	(40,882 )
Net Revenue	2,826,352	2,644,311	2,333,371	2,353,608	2,300,447
Compensation and Benefits	1,514,735	1,512,873	1,340,543	1,319,746	1,313,606
Other Operating Expenses (d)	630,851	305,992	475,367	1,050,482	467,376
Total Operating Expenses	2,145,586	1,818,865	1,815,910	2,370,228	1,780,982
Operating Income (Loss)	\$680,766	\$825,446	\$517,461	\$(16,620 )	\$519,465
Net Income	\$532,449	\$259,847	\$393,692	\$992,932	\$434,063
Net Income Attributable to Lazard Ltd					
	\$527,125	\$253,583	\$387,698	\$986,373	\$427,277
Net Income Per Share of					
Class A Common Stock:					
Basic	\$4.43	\$2.09	\$3.11	\$7.87	\$3.49
Diluted	\$4.06	\$1.91	\$2.92	\$7.40	\$3.20
Dividends Declared Per Share of Class					
A Common Stock	\$3.03	\$2.81	\$2.69	\$2.35	\$1.20
Consolidated Statements of Financial Condition Data					
Total Assets	\$4,997,241	\$4,928,677	\$4,556,508	\$4,477,774	\$3,325,329
Total Debt (e)	\$1,434,260	\$1,190,444	\$1,195,805	\$998,386	\$1,053,458
Total Lazard Ltd Stockholders' Equity	\$916,851	\$1,199,803	\$1,235,987	\$1,313,455	\$706,744
Total Stockholders' Equity	\$970,093	\$1,258,905	\$1,293,813	\$1,367,306	\$770,057
Other Data					
Assets Under Management:					
As of December 31	\$214,734,000	\$249,459,000	\$197,910,000	\$186,380,000	\$197,103,000
Average During Year	\$241,247,000	\$226,525,000	\$194,808,000	\$195,987,000	\$196,037,000
Total Headcount, As of December 31	2,996	2,843	2,781	2,610	2,523

Notes (in thousands of dollars):

(a) Net revenue and other operating expenses data for the year ended December 31, 2018 are not comparable to the prior periods due to the adoption of the new revenue recognition guidance on January 1, 2018 (see Note 3 of Notes to Consolidated Financial Statements).

(b) Asset Management net revenue consists of the following:

	For The Year Ended December 31,				
	2018	2017	2016	2015	2014
Management Fees and Other	\$1,311,286	\$1,210,016	\$1,035,726	\$1,086,030	\$1,082,729

Edgar Filing: Lazard Ltd - Form 10-K

Incentive Fees	20,515	45,804	15,590	25,075	51,866
Asset Management Net Revenue	\$1,331,801	\$1,255,820	\$1,051,316	\$1,111,105	\$1,134,595

(c) “Corporate” includes interest expense (net of interest income) and investment income (losses) from certain investments.

(d) Includes (i) in 2018, non-compensation costs of \$27,495 relating to expenses associated with the Enterprise Resource Planning system implementation; \$2,345 of incremental rent expense relating to office space reorganization; \$120,995 of certain distribution fees and reimbursable deal costs paid to third parties and bad debt expense, which represents fees that are deemed uncollectible; \$10,000 relating to expenses associated with an unconditional commitment to the Lazard Foundation (see Note 19 of Notes to Consolidated Financial Statements); \$6,495 relating to the benefit pursuant to the tax receivable agreement (see Note 19 of Notes to Consolidated Financial Statements); and \$6,523 relating to the partial redemption of the Company’s 4.25% senior notes maturing on November 14, 2020 (see Note 12 of Notes to Consolidated Financial Statements), (ii) in 2017, non-compensation costs of \$25,308 relating to expenses associated with the Enterprise Resource

Planning system implementation; \$11,354 of incremental rent expense and lease abandonment costs relating to office space reorganization; and \$202,546 relating to the benefit pursuant to the tax receivable agreement (see Note 19 of Notes to Consolidated Financial Statements), (iii) in 2016, non-compensation costs of \$30,067 due to the change in fair value of the contingent consideration associated with the Edgewater business acquisition, (iv) in 2015, non-compensation costs of \$547,691 relating to the provision pursuant to the tax receivable agreement; \$60,219 relating to the redemption of a significant portion of the Company's 6.85% senior notes maturing on June 15, 2017 and \$1,114 of expenses relating to the partial extinguishment of the tax receivable obligation and (v) in 2014, non-compensation costs of \$18,307 relating to the provision pursuant to tax receivable agreement.

(e) Represents the aggregate amount reflected in the Company's consolidated statements of financial condition relating to senior debt and capital lease obligations.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with Lazard Ltd’s consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K (this “Form 10-K”). This discussion contains forward-looking statements that are subject to known and unknown risks and uncertainties. Actual results and the timing of events may differ significantly from those expressed or implied in such forward-looking statements due to a number of factors, including those set forth in the sections entitled “Risk Factors” and “Special Note Regarding Forward-Looking Statements” and elsewhere in this Form 10-K.

Business Summary

Lazard is one of the world’s preeminent financial advisory and asset management firms. We have long specialized in crafting solutions to the complex financial and strategic challenges of a diverse set of clients around the world, including corporations, governments, institutions, partnerships and individuals. Founded in 1848 in New Orleans, we currently operate from 43 cities in key business and financial centers across 27 countries throughout North America, Europe, Asia, Australia, the Middle East, and Central and South America.

Our primary business purpose is to serve our clients. Our deep roots in business centers around the world form a global network of relationships with key decision-makers in corporations, governments and investing institutions. This network is both a competitive strength and a powerful resource for Lazard and our clients. As a firm that competes on the quality of our advice, we have two fundamental assets: our people and our reputation.

We operate in cyclical businesses across multiple geographies, industries and asset classes. In recent years, we have expanded our geographic reach, bolstered our industry expertise and continued to build in growth areas. Companies, government bodies and investors seek independent advice with a geographic perspective, deep understanding of capital structure, informed research and knowledge of global, regional and local economic conditions. We believe that our business model as an independent advisor will continue to create opportunities for us to attract new clients and key personnel.

Our principal sources of revenue are derived from activities in the following business segments:

- Financial Advisory, which offers corporate, partnership, institutional, government, sovereign and individual clients across the globe a wide array of financial advisory services regarding mergers and acquisitions (“M&A”), capital advisory, restructurings, shareholder advisory, sovereign advisory, capital raising and other strategic advisory, and
- Asset Management, which offers a broad range of global investment solutions and investment management services in equity and fixed income strategies, asset allocation strategies, alternative investments and private equity funds to corporations, public funds, sovereign entities, endowments and foundations, labor funds, financial intermediaries and private clients.

In addition, we record selected other activities in our Corporate segment, including management of cash, investments, deferred tax assets, outstanding indebtedness, certain contingent obligations, and assets and liabilities associated with Lazard Group’s Paris-based subsidiary, Lazard Frères Banque SA (“LFB”).

Our consolidated net revenue was derived from the following segments:

	Year Ended December 31,		
	2018	2017	2016
Financial Advisory	55 %	52 %	56 %
Asset Management	47	48	45
Corporate	(2 )	-	(1 )

Total 100% 100% 100%

We also invest our own capital from time to time, generally alongside capital of qualified institutional and individual investors in alternative investments or private equity investments, and, since 2005, we have engaged in a number of alternative investments and private equity activities, including, historically, investments through (i) Edgewater, our Chicago-based private equity firm and (ii) a fund targeting significant noncontrolling-stake investments in established private companies. We also make investments to seed our Asset Management strategies.

### Business Environment and Outlook

Economic and global financial market conditions can materially affect our financial performance. As described above, our principal sources of revenue are derived from activities in our Financial Advisory and Asset Management business segments. As our Financial Advisory revenues are primarily dependent on the successful completion of merger, acquisition, restructuring, capital raising or similar transactions, and our Asset Management revenues are primarily driven by the levels of assets under management, weak economic and global financial market conditions can result in a challenging business environment for M&A and capital-raising activity as well as our Asset Management business, but may provide opportunities for our restructuring business.

On an ongoing basis, regional, macroeconomic and geopolitical factors, including trade policy and regional tax and regulatory reform, may impact our business. The U.S. economy remains healthy. The European economy's growth rate has slowed, but it is still growing. Emerging markets as a group have experienced significant capital markets volatility. Global borrowing costs remain low.

Our outlook with respect to our Financial Advisory and Asset Management businesses is described below.

**Financial Advisory**—The fundamentals for continued M&A activity appear to remain in place. We believe our Financial Advisory business is in a strong competitive position as demand continues for expert, independent strategic advice that can be levered across geographies and our range of capabilities. The global scale and breadth of our Financial Advisory business allows us to advise on large, complex cross-border transactions and restructuring transactions across a variety of industries. In addition, we believe our businesses throughout the emerging markets position us for growth in these markets, while enhancing our relationships with, and the services that we can provide to, clients in other economies. We continue to invest for growth in our Financial Advisory business and to hire talented senior professionals selectively.

**Asset Management**—In the short to intermediate term, we expect most investor demand will come from defined benefit and defined contribution plans in the developed economies because of their sheer scope and size. Over the longer term, and depending upon local market conditions, we would expect an increasing share of our AUM to come from the developing economies around the globe, as their retirement systems evolve and individual wealth is increasingly deployed in the financial markets. Given our diversified investment platform and our ability to provide investment solutions for a global mix of clients, we believe we are positioned to benefit from growth that may occur in the asset management industry. We are continually developing and seeding new investment strategies that extend our existing platforms and assessing potential product acquisitions or other inorganic growth opportunities. Recent examples of growth initiatives include the following investment strategies: various Quantitative Equity strategies, various Multi-Asset strategies, an International Value strategy, a Global Equity Franchise strategy, and a Market Neutral Quantitative Equity strategy.

We operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge continuously, and it is not possible for our management to predict all risks and uncertainties, nor can we assess the impact of all potentially applicable factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. See Item 1A, "Risk Factors" in this Form 10-K. Furthermore, net income and revenue in any period may not be indicative of full-year results or the results of any other period and may vary significantly from year to year and quarter to quarter.

Overall, we continue to focus on the development of our business, including the generation of stable revenue growth, earnings growth and shareholder returns, the evaluation of potential growth opportunities, the investment in new

technology to support the development of existing and new business opportunities, the prudent management of our costs and expenses, the efficient use of our assets and the return of capital to our shareholders.

Certain data with respect to our Financial Advisory and Asset Management businesses is included below.

### Financial Advisory

As reflected in the following table, which sets forth global M&A industry statistics, the value of all completed transactions, including the subset of completed transactions involving values greater than \$500 million, increased in 2018 as compared to 2017, whereas the number of completed transactions decreased in 2018 as compared to 2017. With respect to announced M&A transactions, the value of all transactions, including the subset of announced transactions involving values greater than \$500 million, increased in 2018 as compared to 2017. Additionally, with respect to announced M&A transactions, the number of all announced transactions decreased in 2018 as compared to 2017, while the number of announced transactions involving values greater than \$500 million increased in 2018 as compared to 2017.

	Year Ended December 31,			
	2018	2017	Incr / (Decr)	
	(\$ in billions)			
<b>Completed M&amp;A Transactions:</b>				
All deals:				
Value	\$4,117	\$3,648	13	%
Number	33,244	40,597	(18)	)%
Deals Greater than \$500 million:				
Value	\$3,297	\$2,719	21	%
Number	1,249	1,254	(0)	)%
<b>Announced M&amp;A Transactions:</b>				
All deals:				
Value	\$4,144	\$3,576	16	%
Number	34,276	40,413	(15)	)%
Deals Greater than \$500 million:				
Value	\$3,243	\$2,659	22	%
Number	1,347	1,245	8	%

Source: Dealogic as of January 4, 2019.

Global restructuring activity during 2018, as measured by the number of corporate defaults, decreased as compared to 2017. The number of defaulting issuers decreased to 77 in 2018, according to Moody's Investors Service, Inc., as compared to 104 in 2017.

Net revenue trends in Financial Advisory are generally correlated to the level of completed industry-wide M&A transactions and restructuring transactions occurring subsequent to corporate debt defaults, respectively. However, deviations from this relationship can occur in any given year for a number of reasons. For instance, our results can diverge from industry-wide activity where there are material variances from the level of industry-wide M&A activity in a particular market where Lazard has significant market share, or regarding the relative number of our advisory engagements with respect to larger-sized transactions, and where we are involved in non-public or sovereign advisory assignments. Beginning in the first quarter of 2018, we ceased separately reporting Restructuring revenue within our Financial Advisory segment, because our Financial Advisory practices have become highly integrated, and our assignments with clients often incorporate several disciplines. We believe that presenting unified Financial Advisory revenue is a more accurate representation of our Financial Advisory business.

Asset Management

Equity market indices for major markets at December 31, 2018 generally decreased as compared to such indices at December 31, 2017. Equity market indices for major markets at December 31, 2017 generally increased as compared to such indices at December 31, 2016.

38

---

## Edgar Filing: Lazard Ltd - Form 10-K

The percentage change in major equity market indices (i) at December 31, 2018, as compared to such indices at December 31, 2017, and (ii) at December 31, 2017, as compared to such indices at December 31, 2016, is shown in the table below.

	Percentage Changes	
	December 31,	
	2018	2017
	vs.	vs.
	2017	2016
MSCI World Index	(8 )%	23 %
Euro Stoxx	(11)%	10 %
MSCI Emerging Market	(14)%	38 %
S&P 500	(4 )%	22 %

The fees that we receive for providing investment management and advisory services are primarily driven by the level of AUM and the nature of the AUM product mix. Accordingly, market movements, foreign currency exchange rate volatility and changes in our AUM product mix will impact the level of revenues we receive from our Asset Management business when comparing periodic results. A substantial portion of our AUM is invested in equities. Movements in AUM during the period generally reflect the changes in equity market indices. Our AUM at December 31, 2018 decreased 14% versus AUM at December 31, 2017, primarily due to market and foreign exchange depreciation and net outflows. Average AUM for 2018 increased 6% as compared to average AUM in 2017.

### Financial Statement Overview

#### Net Revenue

The majority of Lazard's Financial Advisory net revenue historically has been earned from the successful completion of M&A transactions, capital advisory services, capital raising, restructuring, shareholder advisory, sovereign advisory and other strategic advisory matters. The main drivers of Financial Advisory net revenue are overall M&A activity, the level of corporate debt defaults and the environment for capital raising activities, particularly in the industries and geographic markets in which Lazard focuses. In some client engagements, often those involving financially distressed companies, revenue is earned in the form of retainers and similar fees that are contractually agreed upon with each client for each assignment and are not necessarily linked to the completion of a transaction. In addition, Lazard also earns fees from providing strategic advice to clients, with such fees not being dependent on a specific transaction, and may also earn fees in connection with public and private securities offerings. Significant fluctuations in Financial Advisory net revenue can occur over the course of any given year, because a significant portion of such net revenue is earned upon the successful completion of a transaction, restructuring or capital raising activity, the timing of which is uncertain and is not subject to Lazard's control.

Lazard's Asset Management segment principally includes LAM, LFG and Edgewater. Asset Management net revenue is derived from fees for investment management and advisory services provided to clients. As noted above, the main driver of Asset Management net revenue is the level and product mix of AUM, which is generally influenced by the performance of the global equity markets and, to a lesser extent, fixed income markets as well as Lazard's investment performance, which impacts its ability to successfully attract and retain assets. As a result, fluctuations (including timing thereof) in financial markets and client asset inflows and outflows have a direct effect on Asset Management net revenue and operating income. Asset Management fees are generally based on the level of AUM measured daily, monthly or quarterly, and an increase or reduction in AUM, due to market price fluctuations, currency fluctuations, changes in product mix, or net client asset flows will result in a corresponding increase or decrease in management

fees. The majority of our investment advisory contracts are generally terminable at any time or on notice of 30 days or less. Institutional and individual clients, and firms with which we have strategic alliances, can terminate their relationship with us, reduce the aggregate amount of AUM or shift their funds to other types of accounts with different rate structures for a number of reasons, including investment performance, changes in prevailing interest rates and financial market performance. In addition, as Lazard's AUM includes significant amounts of assets that are denominated in currencies other than U.S. Dollars, changes in the value of the U.S. Dollar relative to foreign currencies will impact the value of Lazard's AUM and the overall amount of management fees generated by the AUM. Fees vary with the type of assets managed and the vehicle in which they are managed, with

higher fees earned on equity assets and alternative investment funds, such as hedge funds and private equity funds, and lower fees earned on fixed income and cash management products.

The Company earns performance-based incentive fees on various investment products, including traditional products and alternative investment funds, such as hedge funds and private equity funds.

For hedge funds, incentive fees are calculated based on a specified percentage of a fund's net appreciation, in some cases in excess of established benchmarks or thresholds. The Company records incentive fees on traditional products and hedge funds at the end of the relevant performance measurement period, when potential uncertainties regarding the ultimate realizable amounts have been determined. The incentive fee measurement period is generally an annual period (unless an account terminates or redemption occurs during the year). The incentive fees received at the end of the measurement period are not subject to reversal or payback. Incentive fees on hedge funds are often subject to loss carryforward provisions in which losses incurred by the hedge funds in any year are applied against certain gains realized by the hedge funds in future periods before any incentive fees can be earned.

For private equity funds, incentive fees may be earned in the form of a "carried interest" if profits arising from realized investments exceed a specified threshold. Typically, such carried interest is ultimately calculated on a whole-fund basis and, therefore, clawback of carried interest during the life of the fund can occur. As a result, incentive fees earned on our private equity funds are not recognized until potential uncertainties regarding the ultimate realizable amounts have been determined, including any potential for clawback.

Corporate segment net revenue consists primarily of investment gains and losses on the Company's "seed investments" related to our Asset Management business and principal investments in private equity funds, net of hedging activities, as well as gains and losses on investments held in connection with Lazard Fund Interests ("LFI") and interest income and interest expense. Corporate net revenue also can fluctuate due to changes in the fair value of equity securities and investments classified as "trading", as well as due to changes in interest and currency exchange rates and in the levels of cash, investments and indebtedness.

Although Corporate segment net revenue during 2018 is not significant compared to Lazard's net revenue, total assets in the Corporate segment represented 68% of Lazard's consolidated total assets as of December 31, 2018, which are attributable to cash and cash equivalents, investments in debt and equity securities, interests in alternative investment, debt, equity and private equity funds, deferred tax assets and certain assets associated with LFB.

## Operating Expenses

The majority of Lazard's operating expenses relate to compensation and benefits for managing directors and employees. Our compensation and benefits expense includes (i) salaries and benefits, (ii) amortization of the relevant portion of previously granted deferred incentive compensation awards, including (a) share-based incentive compensation under the Lazard Ltd 2018 Incentive Compensation Plan (the "2018 Plan") and the Lazard Ltd 2008 Incentive Compensation Plan (the "2008 Plan"), and (b) LFI and other similar deferred compensation arrangements (see Note 15 of Notes to Consolidated Financial Statements), (iii) a provision for discretionary or guaranteed cash bonuses and profit pools and (iv) when applicable, severance payments. Compensation expense in any given period is dependent on many factors, including general economic and market conditions, our actual and forecasted operating and financial performance, staffing levels, estimated forfeiture rates, competitive pay conditions and the nature of revenues earned, as well as the mix between current and deferred compensation.

We believe that "awarded compensation and benefits expense" and the ratio of "awarded compensation and benefits expense" to "operating revenue," both non-GAAP measures, are the most appropriate measures to assess the annual cost of compensation and provide the most meaningful basis for comparison of compensation and benefits expense between present, historical and future years. "Awarded compensation and benefits expense" for a given year is calculated using "adjusted compensation and benefits expense," also a non-GAAP measure, as modified by the following items:

- we deduct amortization expense recorded for accounting principles generally accepted in the United States of America ("U.S. GAAP") purposes in the fiscal year associated with deferred incentive compensation awards;
- we add incentive compensation with respect to the fiscal year, which is comprised of:
  - (i) the deferred incentive compensation awards granted in the year-end compensation process with respect to the fiscal year (e.g., deferred incentive compensation awards granted in 2019 related to the 2018 year-end compensation process), including performance-based restricted stock unit ("PRSU") and performance-based profits interest participation right ("Performance PIPR") awards (based on the target payout level);
  - (ii) the portion of investments in people (e.g., "sign-on" bonuses or retention awards) and other special deferred incentive compensation awards that is applicable to the fiscal year the award becomes effective; and
  - (iii) amounts in excess of the target payout level for PRSU and Performance PIPR awards at the end of their respective performance periods; and
- we reduce the amounts in (i), (ii) and (iii) above by an estimate of future forfeitures with respect to such awards.

We also use "adjusted compensation and benefits expense" and the ratio of "adjusted compensation and benefits expense" to "operating revenue," both non-GAAP measures, for comparison of compensation and benefits expense between periods. For the reconciliations and calculations with respect to "adjusted compensation and benefits expense" and "awarded compensation and benefits expense" and related ratios to "operating revenue," see the table under "Consolidated Results of Operations" below.

Compensation and benefits expense is the largest component of our operating expenses. We seek to maintain discipline with respect to compensation, including the rate at which we award deferred compensation. Our goal is to maintain a ratio of awarded compensation and benefits expense to operating revenue and a ratio of adjusted compensation and benefits expense to operating revenue over the cycle in the mid- to high-50s percentage range, which compares to 55.8% and 55.1%, respectively, for the year ended December 31, 2018. While we have implemented policies and initiatives that we believe will assist us in maintaining ratios within this range, there can be no guarantee that we will continue to maintain such ratios, or that our policies or initiatives will not change in the future. We may benefit from pressure on compensation costs within the financial services industry in future periods; however, increased competition for senior professionals, changes in the macroeconomic environment or the financial markets generally, lower operating revenue resulting from, for example, a decrease in M&A activity, our

share of the M&A market or our AUM levels, changes in the mix of revenues from our businesses, investments in our businesses or various other factors could prevent us from achieving this goal.

Our operating expenses also include “non-compensation expense”, which includes costs for occupancy and equipment, marketing and business development, technology and information services, professional services, fund administration and outsourced services and other expenses. Our occupancy costs represent a significant portion of our aggregate operating expenses and are subject to change from time to time, particularly as leases for real property expire and are renewed or replaced with new, long-term leases for the same or other real property. In 2018, non-compensation expense included expenses related to a partial redemption of the Company’s 4.25% senior notes due 2020 (the “2020 Notes”) and, in 2016, non-compensation expense included expenses related to the redemption of the Company’s 6.85% senior notes due 2017 (the “2017 Notes”) (see Note 12 of Notes to Consolidated Financial Statements).

We believe that “adjusted non-compensation expense”, a non-GAAP measure, provides a more meaningful basis for our investors to assess our operating results. For calculations with respect to “adjusted non-compensation expense”, see the table under “Consolidated Results of Operations” below.

Our operating expenses also include our “benefit pursuant to the tax receivable agreement” (which, in 2017, was offset by the charges described below relating to the Tax Act) and “amortization and other acquisition-related (benefits) costs”, which includes the change in fair value of the contingent consideration associated with business acquisitions and, in 2016, pertain primarily to the acquisition of Edgewater.

#### Provision for Income Taxes

Lazard Ltd, through its subsidiaries, is subject to U.S. federal income taxes on all of its U.S. operating income, as well as on the portion of non-U.S. income attributable to its U.S. subsidiaries. In addition, Lazard Ltd, through its subsidiaries, is subject to state and local taxes on its income apportioned to various state and local jurisdictions. Outside the U.S., Lazard Group operates principally through subsidiary corporations that are subject to local income taxes in foreign jurisdictions. Lazard Group is also subject to Unincorporated Business Tax (“UBT”) attributable to its operations apportioned to New York City (see Note 17 of Notes to Consolidated Financial Statements for additional information).

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was enacted. The Tax Act significantly revised the U.S. corporate income tax system by, among other changes, lowering the corporate income tax rate from 35% to 21%, implementing a partial territorial tax system and imposing a one-time repatriation tax on the deemed repatriated earnings of foreign subsidiaries. The Tax Act also included several provisions that limited the benefit of the tax rate reduction, such as restricting the deductibility of interest expense and other corporate business expenses. The Tax Act further included anti-base erosion provisions such as the BEAT and tax on GILTI. The GILTI provisions impose a tax on certain income from foreign operations and we have elected to account for the tax on GILTI as a current period expense.

See “Critical Accounting Policies and Estimates—Income Taxes” below and Notes 17 and 19 of Notes to Consolidated Financial Statements for additional information regarding income taxes, the impact of the Tax Act on us, our deferred tax assets and the tax receivable agreement obligation.

#### Noncontrolling Interests

Noncontrolling interests primarily consist of amounts related to Edgewater’s management vehicles that the Company is deemed to control but not own. See Note 14 of Notes to Consolidated Financial Statements for information regarding the Company’s noncontrolling interests.

#### Consolidated Results of Operations

Lazard's consolidated financial statements are presented in U.S. Dollars. Many of our non-U.S. subsidiaries have a functional currency (i.e., the currency in which operational activities are primarily conducted) that is other

Edgar Filing: Lazard Ltd - Form 10-K

than the U.S. Dollar, generally the currency of the country in which the subsidiaries are domiciled. Such subsidiaries' assets and liabilities are translated into U.S. Dollars using exchange rates as of the respective balance sheet date, while revenue and expenses are translated at average exchange rates during the respective periods based on the daily closing exchange rates. Adjustments that result from translating amounts from a subsidiary's functional currency are reported as a component of stockholders' equity. Foreign currency remeasurement gains and losses on transactions in non-functional currencies are included in the consolidated statements of operations.

A portion of our net revenue is derived from transactions that are denominated in currencies other than the U.S. Dollar. Net revenue for the years ended December 31, 2018 and 2017 was positively impacted by exchange rate movements, in each case in comparison to the relevant prior year period. The majority of the impact to net revenue, in both periods, was offset by the impact of the exchange rate movements on our operating expenses during the years denominated in currencies other than the U.S. Dollar.

The consolidated financial statements are prepared in conformity with U.S. GAAP. Selected financial data derived from the Company's reported consolidated results of operations is set forth below, followed by a more detailed discussion of both the consolidated and business segment results.

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
Net Revenue	\$2,826,352	\$2,644,311	\$2,333,371
Operating Expenses:			
Compensation and benefits	1,514,735	1,512,873	1,340,543
Non-compensation	653,243	499,024	440,120
Amortization and other acquisition-related (benefits) costs	(15,897 )	9,514	35,247
Benefit pursuant to tax receivable agreement	(6,495 )	(202,546 )	-
Total operating expenses	2,145,586	1,818,865	1,815,910
Operating Income	680,766	825,446	517,461
Provision for income taxes	148,317	565,599	123,769
Net Income	532,449	259,847	393,692
Less - Net Income Attributable to Noncontrolling Interests	5,324	6,264	5,994
Net Income Attributable to Lazard Ltd	\$527,125	\$253,583	\$387,698
Operating Income, as a % of net revenue	24.1	% 31.2	% 22.2

The tables below describe the components of operating revenue, adjusted and awarded compensation and benefits expense, adjusted non-compensation expense, earnings from operations and related key ratios, which are non-GAAP measures used by the Company to manage its business. We believe such non-GAAP measures provide the most meaningful basis for comparison between present, historical and future periods, as described above.

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
Operating Revenue:			
Net revenue	\$2,826,352	\$2,644,311	\$2,333,371
Adjustments:			
Interest expense (a)	54,126	49,983	47,568
Distribution fees, reimbursable deal costs and bad debt	(120,995 )	-	-

Edgar Filing: Lazard Ltd - Form 10-K

expense (b)			
Revenue related to noncontrolling interests (c)	(18,787 )	(16,228 )	(20,614 )
Gain on acquisition of MBA Lazard (d)	-	-	(12,668 )
(Gains) losses on investments pertaining to LFI (e)	14,086	(23,526 )	(3,318 )
Operating revenue	\$2,754,782	\$2,654,540	\$2,344,339

43

---

- (a) Interest expense (excluding interest expense incurred by LFB) is added back in determining operating revenue because such expense relates to corporate financing activities and is not considered to be a cost directly related to the revenue of our business.
- (b) Represents certain distribution fees and reimbursable deal costs paid to third parties for which an equal amount is excluded from both operating revenue and non-compensation expense, respectively, and excludes bad debt expense, which represents fees that are deemed uncollectible.
- (c) Revenue related to the consolidation of noncontrolling interests is excluded from operating revenue because the Company has no economic interest in such amount.
- (d) Represents a gain on the acquisition of MBA Lazard (which resulted from the increase in the fair value of the Company's investment in MBA Lazard prior to the acquisition).
- (e) Represents changes in the fair value of investments held in connection with LFI and other similar deferred compensation arrangements for which a corresponding equal amount is excluded from compensation and benefits expense.

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
<b>Compensation and Benefits Expense:</b>			
Total compensation and benefits expense	\$ 1,514,735	\$ 1,512,873	\$ 1,340,543
<b>Adjustments:</b>			
Noncontrolling interests (a)	(10,999 )	(8,285 )	(11,900 )
(Charges) credits pertaining to LFI (b)	14,086	(23,526 )	(3,318 )
Expenses associated with ERP system implementation (c)	(1,190 )	-	-
Adjusted compensation and benefits expense	1,516,632	1,481,062	1,325,325
Deduct - amortization of deferred incentive compensation awards	(375,772 )	(367,350 )	(352,403 )
Total adjusted cash compensation and benefits expense (d)	1,140,860	1,113,712	972,922
<b>Add:</b>			
Year-end deferred incentive compensation awards (e)	377,901	350,975	342,449
Sign-on and other special incentive awards (f)	45,726	36,201	29,779
Deduct - adjustments for estimated forfeitures (g)	(27,534 )	(25,166 )	(27,917 )
Awarded compensation and benefits expense	\$ 1,536,953	\$ 1,475,722	\$ 1,317,233
<b>Adjusted compensation and benefits expense, as</b>			
a % of operating revenue	55.1	% 55.8	% 56.5
<b>Awarded compensation and benefits expense, as</b>			
a % of operating revenue	55.8	% 55.6	% 56.2

- (a) Expenses related to the consolidation of noncontrolling interests are excluded because Lazard has no economic interest in such amounts.
- (b) Represents changes in fair value of the compensation liability recorded in connection with LFI and other similar deferred incentive compensation awards for which a corresponding equal amount is excluded from operating revenue.
- (c) Represents expenses associated with the Enterprise Resource Planning ("ERP") system implementation.
- (d)

Edgar Filing: Lazard Ltd - Form 10-K

Includes base salaries and benefits of \$695,398, \$648,130 and \$574,566 for 2018, 2017 and 2016, respectively, and cash incentive compensation of \$445,462, \$465,582 and \$398,356 for the respective years.

- (e) Deferred incentive compensation awards applicable to the relevant year-end compensation process (e.g., deferred incentive compensation awards granted in 2019, 2018 and 2017 related to the 2018, 2017 and 2016 year-end compensation processes, respectively).
- (f) Represents special deferred incentive awards that are granted outside the year-end compensation process, and includes grants to new hires, retention awards and performance units earned under PRSU grants.

44

---

Edgar Filing: Lazard Ltd - Form 10-K

- (g) An estimate, based on historical experience and future expectations, for future forfeitures of the deferred portion of such awards in order to present awarded compensation and benefits expense on a similar basis to that under U.S. GAAP, which also considers estimated forfeitures.

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
<b>Adjusted Non-Compensation Expense:</b>			
Total non-compensation expense	\$653,243	\$499,024	\$440,120
<b>Adjustments:</b>			
Expenses associated with ERP system implementation (a)	(27,495 )	(25,308 )	-
Expenses relating to office space reorganization (b)	(2,345 )	(11,354 )	-
Distribution fees, reimbursable deal costs and bad debt expense (c)	(120,995 )	-	-
Charges pertaining to senior debt refinancing (d)	(6,523 )	-	(3,148 )
Noncontrolling interests (e)	(1,754 )	(1,684 )	(1,892 )
Expenses associated with the Lazard Foundation (f)	(10,000 )	-	-
Professional fees related to acquisitions	-	-	(1,367 )
Adjusted non-compensation expense	\$484,131	\$460,678	\$433,713
Adjusted non-compensation expense, as a % of operating revenue	17.6 %	17.4 %	18.5 %

- (a) Represents expenses associated with the Enterprise Resource Planning (“ERP”) system implementation.  
 (b) Represents incremental rent expense and lease abandonment costs related to office space reorganization.  
 (c) Represents certain distribution fees and reimbursable deal costs paid to third parties for which an equal amount is excluded from both operating revenue and non-compensation expense, respectively, and excludes bad debt expense, which represents fees that are deemed uncollectible.  
 (d) Represents excluded charges pertaining to (i) in 2018, the partial redemption of the Company’s 2020 Notes, due to the non-operating nature of such transaction and (ii) in 2016, the redemption of the remaining balance of the Company’s 2017 Notes, due to the non-operating nature of such transaction. See “—Liquidity and Capital Resources—Financing Activities.”  
 (e) Expenses related to the consolidation of noncontrolling interests are excluded because the Company has no economic interest in such amounts.  
 (f) Represents expenses associated with the unconditional commitment to the Lazard Foundation.

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
<b>Earnings From Operations:</b>			
Operating revenue	\$2,754,782	\$2,654,540	\$2,344,339
<b>Deduct:</b>			
Adjusted compensation and benefits expense	(1,516,632)	(1,481,062)	(1,325,325)
Adjusted non-compensation expense	(484,131 )	(460,678 )	(433,713 )
Earnings from operations	\$754,019	\$712,800	\$585,301
Earnings from operations, as a % of operating revenue	27.4 %	26.8 %	25.0 %



Headcount information is set forth below:

	As of December 31,		
	2018	2017	2016
<b>Headcount:</b>			
<b>Managing Directors:</b>			
Financial Advisory	166	152	149
Asset Management	102	96	92
Corporate (a)	17	22	20
<b>Total Managing Directors</b>	<b>285</b>	<b>270</b>	<b>261</b>
<b>Other Business Segment Professionals and Support Staff:</b>			
Financial Advisory	1,312	1,180	1,161
Asset Management	1,014	806	804
Corporate (a)	385	587	555
<b>Total</b>	<b>2,996</b>	<b>2,843</b>	<b>2,781</b>

(a) Reduction in 2018 relates to a realignment of certain headcount from Corporate to the Financial Advisory and Asset Management segments.

#### Operating Results

Year Ended December 31, 2018 versus December 31, 2017

The Company reported net income attributable to Lazard Ltd of \$527 million, as compared to net income attributable to Lazard Ltd of \$254 million in 2017. The changes in the Company's operating results during these years are described below.

Net revenue increased \$182 million, or 7%, with operating revenue increasing \$100 million, or 4%, as compared to 2017. Net revenue in the 2018 period reflects the adoption of the new revenue recognition guidance (see Notes 3 and 4 of Notes to Consolidated Financial Statements). Fee revenue from investment banking and other advisory activities increased \$169 million, or 12%, as compared to 2017, primarily due to an increase in M&A Advisory revenue, partially offset by a decrease in Restructuring revenue. Asset management fees, including incentive fees, increased \$73 million, or 6%, as compared to 2017, primarily due to an increase in average AUM, as well as the impact of the new revenue recognition guidance. In the aggregate, interest income, other revenue and interest expense decreased \$60 million as compared to 2017, primarily due to lower income attributable to investments held in connection with LFI.

Compensation and benefits expense increased \$2 million as compared to 2017.

Adjusted compensation and benefits expense was \$1,517 million, an increase of \$36 million, or 2%, as compared to \$1,481 million in 2017. The ratio of adjusted compensation and benefits expense to operating revenue was 55.1% for 2018, as compared to 55.8% for 2017. Awarded compensation and benefits expense in 2018 was \$1,537 million, an increase of \$61 million, or 4%, when compared to \$1,476 million in 2017. The ratio of awarded compensation and benefits expense to operating revenue was 55.8%, as compared to 55.6% for 2017. The year-end deferred incentive compensation awarded for 2018 was \$378 million, representing an increase of \$27 million, or 8%, as compared to 2017. As described above, when analyzing compensation and benefits expense on a full-year basis, we believe that awarded compensation and benefits expense provides the most meaningful basis for comparison of compensation and benefits expense between present, historical and future years.

Non-compensation expense increased \$154 million, or 31%, as compared to 2017, primarily due to the impact of the new revenue recognition guidance discussed above, expenses associated with the unconditional commitment to the Lazard Foundation and a charge relating to the redemption of a portion of the 2020 Notes in 2018. Adjusted non-compensation expense, which excludes such items, as well as expenses associated with the ERP implementation, costs related to office space reorganization and noncontrolling interests, increased \$23 million, or 5%, as compared to 2017, reflecting our increased investments in the business, principally in our technology

infrastructure. The ratio of adjusted non-compensation expense to operating revenue was 17.6% for 2018, as compared to 17.4% in 2017.

Amortization and other acquisition-related (benefits) costs reflect a benefit of \$16 million in the 2018 period, as compared to costs of \$10 million in the 2017 period, primarily due to the change in fair market value of the contingent consideration.

In 2017, the Tax Act reduced the U.S. corporate tax rate from 35% to 21%, which required us to remeasure the tax receivable agreement obligation. As a result of the change in the U.S. corporate tax rate, we reduced the tax receivable agreement obligation by \$203 million in the fourth quarter of 2017 and recorded a \$203 million benefit pursuant to the tax receivable agreement (see Note 19 of Notes to Consolidated Financial Statements for additional information).

Operating income decreased \$145 million, or 18%, as compared to 2017. In 2017, operating income included the significant benefit pursuant to the tax receivable agreement described above.

Earnings from operations increased \$41 million, or 6%, as compared to 2017. Earnings from operations, as a percentage of operating revenue, was 27.4%, as compared to 26.8% in 2017.

The provision for income taxes reflects an effective tax rate of 21.8%, as compared to 68.5% in 2017. The decrease in the effective tax rate is primarily due to (i) the impact of the Tax Act and (ii) an increase in excess net tax benefits related to share-based incentive compensation. As a result of the Tax Act in 2017, the Company incurred a charge of approximately \$420 million primarily relating to a reduction in deferred tax assets, which was partially offset by the benefit pursuant to the tax receivable agreement described above. See Notes 17 and 19 of Notes to Consolidated Financial Statements and “Critical Accounting Policies—Income Taxes” below.

Net income attributable to noncontrolling interests remained substantially unchanged as compared to 2017.

#### Year Ended December 31, 2017 versus December 31, 2016

The Company reported net income attributable to Lazard Ltd of \$254 million, as compared to net income attributable to Lazard Ltd of \$388 million in 2016. The changes in the Company’s operating results during these years are described below.

Net revenue increased \$311 million, or 13%, with operating revenue increasing \$310 million, or 13%, as compared to 2016. Fee revenue from investment banking and other advisory activities increased \$87 million, or 7%, as compared to 2016, due to an increase in M&A Advisory and Restructuring revenue. Asset management fees, including incentive fees, increased \$197 million, or 20%, as compared to 2016, primarily due to an increase in average AUM. In the aggregate, interest income, other revenue and interest expense increased \$27 million, or 75%, as compared to 2016, primarily due to gains in 2017 attributable to investments held in connection with LFI.

Compensation and benefits expense increased \$172 million, or 13%, as compared to 2016, primarily associated with increased operating revenue, charges pertaining to LFI and an increase in social charges.

Adjusted compensation and benefits expense (which excludes certain items and which we believe allows for improved comparability between periods, as described above) was \$1,481 million, an increase of \$156 million, or 12%, as compared to \$1,325 million in 2016. The ratio of adjusted compensation and benefits expense to operating revenue was 55.8% for 2017, as compared to 56.5% for 2016. Awarded compensation and benefits expense in 2017 was \$1,476 million, an increase of \$159 million, or 12%, when compared to \$1,317 million in 2016. The ratio of awarded compensation and benefits expense to operating revenue was 55.6% and 56.2% for 2017 and 2016, respectively. The year-end deferred incentive compensation awarded for 2017 was \$351 million, representing an increase of \$9 million, or 2%, as compared to 2016. As described above, when analyzing compensation and benefits expense on a full-year

basis, we believe that awarded compensation and benefits expense provides the most meaningful basis for comparison of compensation and benefits expense between present, historical and future years.

47

---

Non-compensation expense increased \$59 million, or 13%, as compared to 2016, primarily due to expenses associated with the ERP system implementation and expenses related to office space reorganization, as well as higher mutual fund service fees related to growth in AUM and higher marketing and business development expenses. Adjusted non-compensation expense, which excludes non-compensation costs related to the ERP system implementation, office space reorganization and noncontrolling interests, increased \$27 million, or 6%, as compared to 2016. The ratio of adjusted non-compensation expense to operating revenue was 17.4% for 2017, as compared to 18.5% in 2016.

Amortization and other acquisition-related costs decreased \$26 million as compared to 2016, primarily due to the change in fair value of the contingent consideration in 2016 associated with the Edgewater business acquisition. The contingent consideration associated with the Edgewater business acquisition was settled during 2016.

The Tax Act reduced the U.S. corporate tax rate from 35% to 21%, which required us to remeasure the tax receivable agreement obligation. As a result of the change in the U.S. corporate tax rate, we reduced the tax receivable agreement obligation by \$203 million in the fourth quarter of 2017 and recorded a \$203 million benefit pursuant to the tax receivable agreement (see Note 19 of Notes to Consolidated Financial Statements for additional information).

Operating income increased \$308 million, or 60%, as compared to 2016. In 2017, operating income included the benefit pursuant to the tax receivable agreement described above.

Earnings from operations increased \$127 million, or 22%, as compared to 2016. Earnings from operations, as a percentage of operating revenue, was 26.8%, as compared to 25.0% in 2016.

As a result of the Tax Act, the Company incurred a charge of approximately \$420 million primarily relating to the reduction in deferred tax assets, which was partially offset by the benefit pursuant to the tax receivable agreement described above. Accordingly, the provision for income taxes reflects an effective tax rate of 68.5%, as compared to 23.9% for 2016. The increase in the effective tax rate in 2017 reflects the impact of the Tax Act. See Notes 17 and 19 of Notes to Consolidated Financial Statements and “Critical Accounting Policies—Income Taxes” below.

Net income attributable to noncontrolling interests remained substantially unchanged as compared to 2016.

#### Business Segments

The following is a discussion of net revenue and operating income for the Company’s segments: Financial Advisory, Asset Management and Corporate. Each segment’s operating expenses include (i) compensation and benefits expenses that are incurred directly in support of the segment and (ii) other operating expenses, which include directly incurred expenses for occupancy and equipment, marketing and business development, technology and information services, professional services, fund administration and outsourcing, and indirect support costs (including compensation and benefits expense and other operating expenses related thereto) for administrative services. Such administrative services include, but are not limited to, accounting, tax, human resources, legal, information technology, facilities management and senior management activities. Such support costs are allocated to the relevant segments based on various statistical drivers such as revenue, headcount, square footage and other factors.

Financial Advisory

The following table summarizes the reported operating results attributable to the Financial Advisory segment:

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
Net Revenue	\$1,555,526	\$1,387,682	\$1,301,044
Operating Expenses	1,198,807	1,143,586	1,017,055
Operating Income	\$356,719	\$244,096	\$283,989
Operating Income, as a % of net revenue	22.9	% 17.6	% 21.8

Certain Lazard fee and transaction statistics for the Financial Advisory segment are set forth below:

	Year Ended December 31,		
	2018	2017	2016
<b>Lazard Statistics:</b>			
Number of clients with fees greater than \$1 million:			
Financial Advisory	287	304	276
Percentage of total Financial Advisory net revenue			
from top 10 clients (a)	19 %	22 %	23 %
Number of M&A transactions completed with			
values greater than \$500 million (b)	86	84	92

(a) No individual client constituted more than 10% of our Financial Advisory segment net revenue in the years ended December 31, 2018, 2017 and 2016.

(b) Source: Dealogic as of January 4, 2019.

The geographical distribution of Financial Advisory net revenue is set forth below in percentage terms and is based on the Lazard offices that generate Financial Advisory net revenue, which are located in the Americas (primarily in the U.S. and Latin America), EMEA (primarily in the U.K., France, Germany, Italy and Spain) and the Asia Pacific region (primarily in Australia) and therefore may not be reflective of the geography in which the clients are located.

	Year Ended December 31,		
	2018	2017	2016
Americas	60 %	60 %	60 %
EMEA	36	36	37
Asia Pacific	4	4	3
Total	100%	100 %	100 %

The Company's managing directors and many of its professionals have significant experience, and many of them are able to use this experience to advise on M&A, restructuring and other strategic advisory matters, depending on clients' needs. This flexibility allows Lazard to better match its professionals with the counter-cyclical business cycles of

mergers and acquisitions and restructurings. While Lazard measures revenue by practice area, Lazard does not separately measure the costs or profitability of M&A services as compared to restructuring or other services. Accordingly, Lazard measures performance in its Financial Advisory segment based on overall segment operating revenue and operating income margins.

#### Financial Advisory Results of Operations

Year Ended December 31, 2018 versus December 31, 2017

Financial Advisory net revenue increased \$168 million, or 12%, as compared to 2017, which reflected an increase in M&A Advisory revenue, partially offset by a decrease in Restructuring revenue. The increase in

## Edgar Filing: Lazard Ltd - Form 10-K

Financial Advisory net revenue was primarily due to an increase in the number of completed transactions involving fees greater than \$5 million as compared to 2017.

Operating expenses increased \$55 million, or 5%, as compared to 2017, primarily due to an increase in compensation associated with increased revenue and the impact of the new revenue recognition guidance.

Financial Advisory operating income was \$357 million, an increase of \$113 million, or 46%, as compared to operating income of \$244 million in 2017 and, as a percentage of net revenue, was 22.9%, as compared to 17.6% in 2017.

### Year Ended December 31, 2017 versus December 31, 2016

Financial Advisory net revenue increased \$87 million, or 7%, as compared to 2016, which reflected an increase in M&A Advisory revenue and Restructuring revenue. The increase in Financial Advisory net revenue was primarily due to an increase in the number of completed transactions involving fees greater than \$1 million as compared to 2016.

Operating expenses increased \$127 million, or 12%, as compared to 2016, primarily due to an increase in compensation associated with increased revenue.

Financial Advisory operating income was \$244 million, a decrease of \$40 million, or 14%, as compared to operating income of \$284 million in 2016 and, as a percentage of net revenue, was 17.6%, as compared to 21.8% in 2016.

### Asset Management

The following table shows the composition of AUM for the Asset Management segment (see Item 1, “Business—Principal Business Lines—Asset Management—Investment Strategies”):

	As of December 31,		
	2018	2017	2016
	(\$ in millions)		
<b>AUM by Asset Class:</b>			
<b>Equity:</b>			
Emerging Markets	\$41,899	\$52,349	\$41,363
Global	41,490	43,663	30,567
Local	36,020	42,650	36,243
Multi-Regional	57,589	70,696	54,668
<b>Total Equity</b>	<b>176,998</b>	<b>209,358</b>	<b>162,841</b>
<b>Fixed Income:</b>			
Emerging Markets	14,980	17,320	15,580
Global	4,851	4,109	3,483
Local	6,113	4,497	4,245
Multi-Regional	6,994	9,154	7,847
<b>Total Fixed Income</b>	<b>32,938</b>	<b>35,080</b>	<b>31,155</b>
Alternative Investments	2,430	2,846	2,422
Private Equity	1,469	1,478	1,253
Cash Management	899	697	239
<b>Total AUM</b>	<b>\$214,734</b>	<b>\$249,459</b>	<b>\$197,910</b>

Total AUM at December 31, 2018 was \$215 billion, a decrease of \$34 billion, or 14%, as compared to total AUM of \$249 billion at December 31, 2017, due to market depreciation, foreign exchange depreciation and net outflows.

Average AUM for the year ended December 31, 2018 increased \$15 billion, or 6%, as compared to 2017.

50

---

Edgar Filing: Lazard Ltd - Form 10-K

As of both December 31, 2018 and 2017, approximately 88% of our AUM was managed on behalf of institutional clients, including corporations, labor unions, public pension funds, insurance companies and banks, and through sub-advisory relationships, mutual fund sponsors, broker-dealers and registered advisors. As of both December 31, 2018 and 2017, approximately 12% of our AUM was managed on behalf of individual client relationships, which are principally with family offices and individuals.

As of December 31, 2018, AUM with foreign currency exposure represented approximately 70% of our total AUM, as compared to 74% at December 31, 2017. AUM with foreign currency exposure generally declines in value with the strengthening of the U.S. Dollar and increases in value as the U.S. Dollar weakens, with all other factors held constant.

The following is a summary of changes in AUM by asset class for the years ended December 31, 2018, 2017 and 2016:

Year Ended December 31, 2018							
				Foreign			
AUM				Market Value	Exchange	AUM	
Beginning	Net			Appreciation/	Appreciation/	Ending	
Balance	Inflows	Outflows	Flows	(Depreciation)	(Depreciation)	Balance	
(\$ in millions)							
Equity	\$209,358	\$31,657	\$(37,211)	\$(5,554)	\$ (19,967 )	\$ (6,839 )	\$176,998
Fixed Income	35,080	7,720	(6,725 )	995	(1,475 )	(1,662 )	32,938
Other	5,021	563	(902 )	(339 )	144	(28 )	4,798
Total	\$249,459	\$39,940	\$(44,838)	\$(4,898)	\$ (21,298 )	\$ (8,529 )	\$214,734

Inflows in the Equity asset class were primarily attributable to the Global, Multi-Regional and Emerging Markets platforms, and inflows in the Fixed Income asset class were primarily attributable to the Emerging Markets, Global and Local platforms. Outflows in the Equity asset class were primarily attributable to the Multi-Regional, Emerging Markets and Global equity platforms, and outflows in the Fixed Income asset class were primarily attributable to the Emerging Markets and Global platforms.

Year Ended December 31, 2017							
				Foreign			
AUM				Market Value	Exchange	AUM	
Beginning	Net			Appreciation/	Appreciation/	Ending	
Balance	Inflows	Outflows	Flows	(Depreciation)	(Depreciation)	Balance	
(\$ in millions)							
Equity	\$162,841	\$37,158	\$(33,778)	\$3,380	\$ 34,556	\$ 8,581	\$209,358
Fixed Income	31,155	5,558	(6,080 )	(522 )	2,615	1,832	35,080
Other	3,914	1,088	(856 )	232	693	182	5,021
Total	\$197,910	\$43,804	\$(40,714)	\$3,090	\$ 37,864	\$ 10,595	\$249,459

Edgar Filing: Lazard Ltd - Form 10-K

Year Ended December 31, 2016

	AUM			Foreign			AUM
	Beginning	Inflows	Outflows	Market Value	Exchange	Market Value	
	Balance	Inflows	Outflows	Net	Appreciation/	Appreciation/	Ending
	Balance	Inflows	Outflows	Flows	(Depreciation)	(Depreciation)	Balance
	(\$ in millions)						
Equity	\$ 151,495	\$ 31,722	\$(30,931)	\$ 791	\$ 13,568	\$ (3,013)	\$ 162,841
Fixed Income	30,387	6,354	(6,522)	(168)	1,396	(460)	31,155
Other	4,498	1,150	(1,613)	(463)	22	(143)	3,914
Total	\$ 186,380	\$ 39,226	\$(39,066)	\$ 160	\$ 14,986	\$ (3,616)	\$ 197,910

51

Edgar Filing: Lazard Ltd - Form 10-K

As of February 19, 2019, AUM was \$232.2 billion, a \$17.5 billion increase since December 31, 2018. The increase in AUM was due to market appreciation of \$16.2 billion and net inflows of \$1.4 billion, offset by foreign exchange depreciation of \$0.1 billion.

Average AUM for the years ended December 31, 2018, 2017 and 2016 for each significant asset class is set forth below. Average AUM generally represents the average of the monthly ending AUM balances for the period.

	Year Ended December 31,		
	2018	2017	2016
	(\$ in millions)		
Average AUM by Asset Class:			
Equity	\$201,404	\$188,796	\$158,747
Fixed Income	34,883	33,187	31,516
Alternative Investments	2,846	2,774	3,273
Private Equity	1,459	1,373	948
Cash Management	655	395	324
Total Average AUM	\$241,247	\$226,525	\$194,808

The following table summarizes the reported operating results attributable to the Asset Management segment:

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
Net Revenue	\$1,331,801	\$1,255,820	\$1,051,316
Operating Expenses	912,110	810,870	769,737
Operating Income	\$419,691	\$444,950	\$281,579
Operating Income, as a % of net revenue	31.5	% 35.4	% 26.8

Our top ten clients accounted for 26%, 25% and 21% of our total AUM at December 31, 2018, 2017 and 2016, respectively, and no individual client constituted more than 10% of our Asset Management segment net revenue during any of the respective years.

The geographical distribution of Asset Management net revenue is set forth below in percentage terms, and is based on the Lazard offices that manage and distribute the respective AUM amounts. Such geographical distribution may not be reflective of the geography of the investment products or clients.

	Year Ended December 31,		
	2018	2017	2016
Americas	56 %	58 %	60 %
EMEA	34	32	29
Asia Pacific	10	10	11
Total	100%	100 %	100 %

Asset Management Results of Operations

Edgar Filing: Lazard Ltd - Form 10-K

Year Ended December 31, 2018 versus December 31, 2017

Asset Management net revenue increased \$76 million, or 6%, as compared to 2017. Management fees and other revenue was \$1,311 million, an increase of \$101 million, or 8%, as compared to \$1,210 million in 2017, primarily due to an increase in average AUM, as well as the impact of the new revenue recognition guidance. Incentive fees were \$21 million, a decrease of \$25 million as compared to \$46 million in 2017.

Operating expenses increased \$101 million, or 12%, as compared to 2017, primarily due to the impact of the new revenue recognition guidance.

52

---

## Edgar Filing: Lazard Ltd - Form 10-K

Asset Management operating income was \$420 million, a decrease of \$25 million, or 6%, as compared to operating income of \$445 million in 2017 and, as a percentage of net revenue, was 31.5%, as compared to 35.4% in 2017.

Year Ended December 31, 2017 versus December 31, 2016

Asset Management net revenue increased \$205 million, or 20%, as compared to 2016. Management fees and other revenue was \$1,210 million, an increase of \$175 million, or 17%, as compared to \$1,035 million in 2016, primarily due to an increase in average AUM. Incentive fees were \$46 million, an increase of \$30 million as compared to \$16 million in 2016.

Operating expenses increased \$41 million, or 5%, as compared to 2016, primarily due to increases in compensation associated with increased revenue.

Asset Management operating income was \$445 million, an increase of \$163 million, or 58%, as compared to operating income of \$282 million in 2016 and, as a percentage of net revenue, was 35.4%, as compared to 26.8% in 2016.

### Corporate

The following table summarizes the reported operating results attributable to the Corporate segment:

	Year Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
Interest Income	\$11,152	\$5,538	\$3,384
Interest Expense	(55,021)	(51,452)	(49,458)
Net Interest (Expense)	(43,869)	(45,914)	(46,074)
Other Revenue (Expense)	(17,106)	46,723	27,085
Net Revenue (Expense)	(60,975)	809	(18,989)
Operating Expenses (Benefit) (a)	34,669	(135,591)	29,118
Operating Income (Loss)	\$(95,644)	\$136,400	\$(48,107)

(a) Includes (i) in 2018, \$6,523 relating to the partial redemption of the Company's 2020 Notes, \$10,000 relating to expenses associated with the unconditional commitment to the Lazard Foundation and \$6,495 relating to the benefit pursuant to the tax receivable agreement, (ii) in 2017, \$202,546 relating to the benefit pursuant to the tax receivable agreement and (iii) in 2016, \$3,148 relating to the redemption of the remaining portion of the Company's 2017 Notes.

### Corporate Results of Operations

Year Ended December 31, 2018 versus December 31, 2017

Net interest expense decreased \$2 million, or 4%, as compared to 2017.

Other revenue decreased \$64 million as compared to 2017, primarily due to lower gains in 2018 attributable to investments held in connection with LFI.

Operating expenses increased \$170 million as compared to 2017. Operating expenses included, in 2018 and 2017, benefits of \$6 million and \$203 million, respectively, pursuant to the tax receivable agreement (see Note 19 of Notes

to Consolidated Financial Statements). Excluding the impact of such benefits, operating expenses decreased \$26 million compared to 2017, primarily due to a decrease in compensation and benefits expense, including a decrease in charges pertaining to LFI, partially offset by charges of \$10 million associated with the unconditional commitment to the Lazard Foundation and \$7 million relating to the redemption of a portion of the 2020 Notes in 2018.

## Edgar Filing: Lazard Ltd - Form 10-K

Year Ended December 31, 2017 versus December 31, 2016

Net interest expense remained substantially unchanged as compared to 2016.

Other revenue increased \$20 million, or 73%, as compared to 2016, primarily due to gains in 2017 attributable to investments held in connection with LFI.

Operating expenses decreased \$165 million as compared to 2016. Operating expenses included, in 2017, a benefit of \$203 million pursuant to the tax receivable agreement (see Note 19 of Notes to Consolidated Financial Statements). Excluding the impact of such benefit, operating expenses increased \$38 million compared to 2016, primarily due to an increase in compensation and benefits expense, including an increase in charges pertaining to LFI.

### Cash Flows

The Company's cash flows are influenced primarily by the timing of the receipt of Financial Advisory and Asset Management fees, the timing of distributions to shareholders, payments of incentive compensation to managing directors and employees and purchases of Class A common stock. Cash flows also were affected: (i) in 2018, by Lazard Group's issuance of \$500 million aggregate principal amount of its 4.50% senior notes maturing in 2028 (the "2028 Notes") and the redemption of a portion of the 2020 Notes and (ii) in 2016, by the issuance of the 2027 Notes and the redemption of the remaining balance of the 2017 Notes.

M&A and other advisory and Asset Management fees are generally collected within 60 days of billing, while Restructuring fee collections may extend beyond 60 days, particularly those that involve bankruptcies with court-ordered holdbacks. Fees from our Private Capital Advisory activities are generally collected over a four-year period from billing and typically include an interest component.

The Company makes cash payments for, or in respect of, a significant portion of its incentive compensation during the first three months of each calendar year with respect to the prior year's results. The Company also paid a special dividend in 2018, 2017 and 2016.

### Summary of Cash Flows:

	Year Ended December 31,		
	2018	2017	2016
	(\$ in millions)		
<b>Cash Provided By (Used In):</b>			
<b>Operating activities:</b>			
Net income	\$532	\$260	\$394
Adjustments to reconcile net income to net cash provided by operating activities (a)	435	698	464
Other operating activities (b)	(268 )	71	(225 )
Net cash provided by operating activities	699	1,029	633
<b>Investing activities</b>	(46 )	(27 )	(38 )
Financing activities (c)	(726 )	(318 )	(480 )
Effect of exchange rate changes	(90 )	164	(65 )
Net (Decrease) Increase in Cash and Cash Equivalents and			
Restricted Cash	(163 )	848	50
<b>Cash and Cash Equivalents and Restricted Cash:</b>			

Beginning of Period	2,455	1,607	1,557
End of Period	\$2,292	\$2,455	\$1,607

---

54

(a) Consists of the following:

	Year Ended December 31,		
	2018	2017	2016
	(\$ in millions)		
Depreciation and amortization of property	\$34	\$31	\$33
Amortization of deferred expenses and stock units	371	359	342
Deferred tax provision	45	501	64
Amortization and other acquisition-related (benefits) costs	(16 )	10	35
Benefit pursuant to tax receivable agreement	(6 )	(203)	-
Gain on acquisition of portion of business already owned	-	-	(13 )
Loss on extinguishment of debt	7	-	3
Total	\$435	\$698	\$464

(b) Includes net changes in operating assets and liabilities.

(c) Consists primarily of purchases of shares of Class A common stock, tax withholdings related to the settlement of RSUs, restricted stock awards and PRSUs, Class A common stock dividends, changes in customer deposits, distributions to noncontrolling interest holders, activity relating to borrowings (including, in 2018, the redemption of a portion of the 2020 Notes and issuance of the 2028 Notes and, in 2016, the redemption of the remaining balance of the Company's 2017 Notes and issuance of the 2027 Notes), and payments made under the tax receivable agreement.

See Note 3 of Notes to Consolidated Financial Statements for a discussion of new accounting guidance impacting the Consolidated Statements of Cash Flows.

## Liquidity and Capital Resources

The Company's liquidity and capital resources are derived from operating activities, financing activities and equity offerings.

### Operating Activities

Net revenue, operating income and cash receipts fluctuate significantly between periods. In the case of Financial Advisory, fee receipts are generally dependent upon the successful completion of client transactions, the occurrence and timing of which is irregular and not subject to Lazard's control.

Liquidity is significantly impacted by cash payments for, or in respect of, incentive compensation, a significant portion of which are made during the first three months of the year. As a consequence, cash on hand generally declines in the beginning of the year and gradually builds over the remainder of the year. We also pay certain tax advances during the year on behalf of our managing directors, which serve to reduce their respective incentive compensation payments. We expect this seasonal pattern of cash flow to continue.

Liquidity is also affected by the level of deposits and other customer payables, principally at LFB. To the extent that such deposits and other customer payables rise or fall, this has a corresponding impact on liquidity held at LFB, with the majority of such amounts generally being recorded in "deposits with banks and short-term investments". In the year ended December 31, 2018, as reflected on the consolidated statements of financial condition, both "deposits with banks and short-term investments" and "deposits and other customer payables" increased as compared to December 31, 2017, due to a higher level of LFB customer-related demand deposits, primarily from clients and funds managed by LFG.

Lazard's consolidated financial statements are presented in U.S. Dollars. Many of Lazard's non-U.S. subsidiaries have a functional currency (i.e., the currency in which operational activities are primarily conducted) that is other than the U.S. Dollar, generally the currency of the country in which such subsidiaries are domiciled. Such subsidiaries' assets and liabilities are translated into U.S. Dollars at the respective balance sheet date exchange rates, while revenue and expenses are translated at average exchange rates during the year based on the daily closing exchange rates. Adjustments that result from translating amounts from a subsidiary's functional currency are

reported as a component of stockholders' equity. Foreign currency remeasurement gains and losses on transactions in non-functional currencies are included on the consolidated statements of operations.

We regularly monitor our liquidity position, including cash levels, investments in U.S. Treasury securities, credit lines, principal investment commitments, interest and principal payments on debt, capital expenditures, dividend payments, purchases of shares of Class A common stock and matters relating to liquidity and to compliance with regulatory net capital requirements. At December 31, 2018, Lazard had approximately \$1,247 million of cash, with such amount including approximately \$665 million held at Lazard's operations outside the U.S. Lazard provides for income taxes on substantially all of its foreign earnings, and pursuant to the Tax Act there are no additional U.S. taxes that would be imposed on undistributed foreign earnings. We expect that no material amount of additional taxes would be recognized upon receipt of dividends or distributions of such earnings from our foreign operations.

We maintain lines of credit in excess of anticipated liquidity requirements. As of December 31, 2018, Lazard had approximately \$168 million in unused lines of credit available to it, including a \$150 million, five-year, senior revolving credit facility with a group of lenders that expires in September 2020 (the "Amended and Restated Credit Agreement") (see "—Financing Activities" below) and unused lines of credit available to LFB of approximately \$17 million (at December 31, 2018 exchange rates).

The Amended and Restated Credit Agreement contains customary terms and conditions, including limitations on consolidations, mergers, indebtedness and certain payments, as well as financial condition covenants relating to leverage and interest coverage ratios. Lazard Group's obligations under the Amended and Restated Credit Agreement may be accelerated upon customary events of default, including non-payment of principal or interest, breaches of covenants, cross-defaults to other material debt, a change in control and specified bankruptcy events.

#### Financing Activities

The table below sets forth our corporate indebtedness as of December 31, 2018 and 2017. The agreements with respect to this indebtedness are discussed in more detail in our consolidated financial statements and related notes included elsewhere in this Form 10-K.

	Maturity Date	Outstanding as of December 31, 2018			December 31, 2017		
		Principal (\$ in millions)	Debt Costs	Carrying Value	Principal	Debt Costs	Carrying Value
Lazard Group 2020 Senior Notes	2020	\$250.0	\$ 0.9	\$249.1	\$500.0	\$ 2.6	\$497.4
Lazard Group 2025 Senior Notes	2025	400.0	2.9	397.1	400.0	3.4	396.6
Lazard Group 2027 Senior Notes	2027	300.0	3.2	296.8	300.0	3.6	296.4
Lazard Group 2028 Senior Notes	2028	500.0	8.8	491.2	-	-	-
		\$1,450.0	\$ 15.8	\$1,434.2	\$1,200.0	\$ 9.6	\$1,190.4

During September 2018, Lazard Group completed an offering of the 2028 Notes. Lazard Group used a portion of the net proceeds of the 2028 Notes to redeem or otherwise retire \$250 million of the 2020 Notes, which, including the recognition of unamortized issuance costs, resulted in a loss on debt extinguishment in connection with the redemption of such 2020 Notes of approximately \$7 million.

During November 2016, Lazard Group completed an offering of the 2027 Notes. Lazard Group used a portion of the net proceeds of the 2027 Notes to redeem or otherwise retire the remaining \$98 million of 2017 Notes, which, including the recognition of unamortized issuance costs, resulted in a loss on debt extinguishment in connection with

the redemption of such 2017 Notes of approximately \$3 million.

Lazard's annual cash flow generated from operations historically has been sufficient to enable it to meet its annual obligations. We believe that our cash flows from operating activities, along with the use of our credit lines as needed, should be sufficient for us to fund our current obligations for the next 12 months.

56

---

As long as the lenders' commitments remain in effect, any loan pursuant to the Amended and Restated Credit Agreement remains outstanding and unpaid or any other amount is due to the lending bank group, the Amended and Restated Credit Agreement includes financial covenants that require that Lazard Group not permit (i) its Consolidated Leverage Ratio (as defined in the Amended and Restated Credit Agreement) for the 12-month period ending on the last day of any fiscal quarter to be greater than 3.25 to 1.00 or (ii) its Consolidated Interest Coverage Ratio (as defined in the Amended and Restated Credit Agreement) for the 12-month period ending on the last day of any fiscal quarter to be less than 3.00 to 1.00. For the 12-month period ended December 31, 2018, Lazard Group was in compliance with such ratios, with its Consolidated Leverage Ratio being 1.33 to 1.00 and its Consolidated Interest Coverage Ratio being 20.23 to 1.00. In any event, no amounts were outstanding under the Amended and Restated Credit Agreement as of December 31, 2018.

In addition, the Amended and Restated Credit Agreement, indenture and supplemental indentures relating to Lazard Group's senior notes contain certain other covenants (none of which relate to financial condition), events of default and other customary provisions. At December 31, 2018, the Company was in compliance with all of these provisions. We may, to the extent required and subject to restrictions contained in our financing arrangements, use other financing sources, which may cause us to be subject to additional restrictions or covenants.

See Note 12 of Notes to Consolidated Financial Statements for additional information regarding senior debt.

#### Stockholders' Equity

At December 31, 2018, total stockholders' equity was \$970 million, as compared to \$1,259 million and \$1,294 million at December 31, 2017 and 2016, respectively, including \$917 million, \$1,200 million and \$1,236 million attributable to Lazard Ltd on the respective dates. The net activity in stockholders' equity during the years ended December 31, 2018 and 2017 is reflected in the table below:

	Year Ended December 31, 2018    2017 (\$ in millions)	
Stockholders' Equity - Beginning of Year	\$1,259	\$1,294
Adjustment for the cumulative effect on prior years from the adoption of new accounting guidance related to share-based incentive compensation	-	81
Balance, as adjusted, Beginning of Year	1,259	1,375
Increase (decrease) due to:		
Net income	532	260
Other comprehensive income (loss)	(41 )	82
Amortization of share-based incentive compensation	268	273
Purchase of Class A common stock	(553 )	(307 )
Settlement of share-based incentive compensation (a)	(118 )	(73 )
Class A common stock dividends	(360 )	(341 )
Distributions to noncontrolling interests, net	(11 )	(5 )
Other - net	(6 )	(5 )
Stockholders' Equity - End of Year	\$970	\$1,259

(a) The tax withholding portion of share-based compensation is settled in cash, not shares.

57

---

## Edgar Filing: Lazard Ltd - Form 10-K

The Board of Directors of Lazard has issued a series of authorizations to repurchase Class A common stock, which help offset the dilutive effect of our share-based incentive compensation plans. During a given year the Company intends to repurchase at least as many shares as it expects to ultimately issue pursuant to such compensation plans in respect of year-end incentive compensation attributable to the prior year. The rate at which the Company purchases shares in connection with this annual objective may vary from period to period due to a variety of factors. Purchases with respect to such program are set forth in the table below:

	Average
	Price
	Number of Per
Year Ended December 31:	Shares Share
2016	8,551,271 \$ 35.11
2017	6,956,097 \$ 44.10
2018	12,206,652 \$ 45.29

As of December 31, 2018, a total of \$296 million of share repurchase authorization remained available under the Company's share repurchase program, all of which will expire on December 31, 2020.

In addition, on February 4, 2019, the Board of Directors of Lazard authorized the repurchase of up to \$300 million of additional shares of Class A common stock, which authorization will expire on December 31, 2020, bringing the total available share repurchase authorization as of February 4, 2019 to approximately \$510 million.

During the year ended December 31, 2018, the Company had in place trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, pursuant to which it effected stock repurchases in the open market.

On February 4, 2019, the Board of Directors of Lazard declared dividends totaling \$0.94 per share, comprised of a quarterly dividend of \$0.44 per share, and an extra cash dividend of \$0.50 per share, on our Class A common stock. The dividends are payable on March 1, 2019, to stockholders of record on February 15, 2019.

The Company plans to continue to deploy excess cash and may do so in a variety of ways, which may include repurchasing outstanding shares of Class A common stock, paying dividends to stockholders and repurchasing its outstanding debt.

See Notes 14 and 15 of Notes to Consolidated Financial Statements for additional information regarding Lazard's stockholders' equity and incentive plans, respectively.

### Regulatory Capital

We actively monitor our regulatory capital base. Our principal subsidiaries are subject to regulatory requirements in their respective jurisdictions to ensure their general financial soundness and liquidity, which require, among other things, that we comply with rules regarding certain minimum capital requirements, record-keeping, reporting procedures, relationships with customers, experience and training requirements for employees and certain other requirements and procedures. These regulatory requirements may restrict the flow of funds to and from affiliates. See Note 20 of Notes to Consolidated Financial Statements for further information. These regulations differ in the U.S., the U.K., France and other countries in which we operate. Our capital structure is designed to provide each of our subsidiaries with capital and liquidity consistent with its business and regulatory requirements. For a discussion of regulations relating to us, see Item 1, "Business—Regulation" included in this Form 10-K and Note 20 of Notes to Consolidated Financial Statements.



## Contractual Obligations

The following table sets forth information relating to Lazard's contractual obligations as of December 31, 2018:

	Contractual Obligations Payment Due by Period				
	Total	Less than			More than
		1 Year	1-3 Years	3-5 Years	5 Years
	(\$ in thousands)				
Senior debt (including interest) (a)	\$1,885,479	\$59,000	\$357,375	\$96,750	\$1,372,354
Operating leases (exclusive of \$26,941 of committed sublease income) (b)	879,350	86,839	173,146	130,753	488,612
Investment capital funding commitments (c)	8,338	8,338	-	-	-
Total (d)	\$2,773,167	\$154,177	\$530,521	\$227,503	\$1,860,966

(a) See Note 12 of Notes to Consolidated Financial Statements.

(b) In August 2018, the Company entered into a lease agreement for additional office facilities, which are currently under construction, with delivery anticipated in the third quarter of 2019. Operating lease commitments in the table above include the impact of the new lease agreement. See Note 13 of Notes to Consolidated Financial Statements.

(c) Unfunded commitments to private equity investments consolidated but not owned by Lazard of \$14,437 are excluded. Such commitments are required to be funded by capital contributions from noncontrolling interest holders. See Note 7 of Notes to Consolidated Financial Statements. These amounts are generally due on demand and therefore are presented in the "less than 1 year" category.

(d) The table above excludes contingent obligations, given the inability to make a reasonably reliable estimate of the timing of the amounts of any such payments. The table above also excludes any possible payments for uncertain tax positions and payments pursuant to the Company's tax receivable agreement, given that the actual amount and timing of payments under the tax receivable agreement could differ materially from our estimates. At December 31, 2018, a tax receivable agreement obligation of \$270,640 was recorded on the consolidated statements of financial condition, of which the Company currently expects that approximately \$23,000 will be paid within the next 12 months. See "Critical Accounting Policies and Estimates—Income Taxes" below. See also Notes 13, 15, 16, 17 and 19 of Notes to Consolidated Financial Statements regarding information in connection with commitments, incentive plans, employee benefit plans, income taxes and tax receivable agreement obligations, respectively.

## Effect of Inflation

We do not believe inflation will significantly affect our compensation costs as they are substantially variable in nature. However, the rate of inflation may affect certain of our other expenses, such as information technology and occupancy costs. To the extent inflation results in rising interest rates and has other effects upon the securities markets or general macroeconomic conditions, it may adversely affect our financial position and results of operations by impacting overall levels of M&A activity, reducing our AUM or net revenue, or otherwise. See Item 1A, "Risk Factors—Other Business Risks—Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of the transactions involving our Financial Advisory business and reducing the value or performance of the assets we manage in our Asset Management business, which, in each case, could materially reduce our revenue or income and adversely affect our financial position".

## Critical Accounting Policies and Estimates

Management's discussion and analysis of our consolidated financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in conformity with U.S. GAAP. The preparation of Lazard's consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, Lazard evaluates its estimates, including those related to revenue recognition, income taxes (including the impact on the tax receivable agreement obligation), investing activities and goodwill. Lazard bases these estimates on historical experience and various other assumptions that it believes to be reasonable

under the circumstances, the results of which form the basis for making judgments, including judgments regarding the carrying values of assets and liabilities, that are not readily apparent from other sources. Actual results may differ from these estimates.

Lazard believes that the critical accounting policies set forth below comprise the most significant estimates and judgments used in the preparation of its consolidated financial statements.

### Revenue Recognition

Lazard generates substantially all of its net revenue from providing Financial Advisory and Asset Management services to clients. Lazard recognizes revenue when the following criteria are met:

- a contract with a client has been identified;
- the performance obligations in the contract have been identified;
- the fee or other transaction price has been determined;
- the fee or other transaction price has been allocated to each performance obligation in the contract; and
- the Company has satisfied the applicable performance obligation.

The Company earns performance-based incentive fees on various investment products, including traditional products and alternative investment funds such as hedge funds and private equity funds. See “Financial Statement Overview” for a description of our revenue recognition policies on such fees.

If, in Lazard’s judgment, collection of a fee is not probable, Lazard will not recognize revenue until the uncertainty is removed. We maintain an allowance for doubtful accounts to provide coverage for estimated losses from our receivables. We determine the adequacy of the allowance by estimating the probability of loss based on our analysis of the client’s creditworthiness and specifically reserve against exposures where we determine the receivables are impaired, which may include situations where a fee is in dispute or litigation has commenced.

With respect to fees receivable from Financial Advisory activities, such receivables are generally deemed past due when they are outstanding 60 days from the date of invoice. However, some Financial Advisory transactions include specific contractual payment terms that may vary from one month to four years (as is the case for our Private Capital Advisory fees) following the invoice date or may be subject to court approval (as is the case with restructuring assignments that include bankruptcy proceedings). In such cases, receivables are deemed past due when payment is not received by the agreed-upon contractual date or the court approval date, respectively. Financial Advisory fee receivables past due in excess of 180 days are fully provided for unless there is evidence that the balance is collectible. Asset Management fees are deemed past due and fully provided for when such receivables are outstanding 12 months after the invoice date. Notwithstanding our policy for receivables past due, we specifically reserve against exposures relating to Financial Advisory and Asset Management fees where we determine receivables are impaired.

On January 1, 2018, the Company adopted new revenue recognition guidance. See Notes 3 and 4 of Notes to Consolidated Financial Statements.

### Income Taxes

As part of the process of preparing our consolidated financial statements, we estimate our income taxes for each of our tax-paying entities in its respective jurisdiction. In addition to estimating actual current tax liabilities for these jurisdictions, we also must account for the tax effects of differences between the financial reporting and tax reporting of items, such as basis adjustments, compensation and benefits expense, and depreciation and amortization. Differences which are temporary in nature result in deferred tax assets and liabilities. Significant judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, any valuation allowance recorded against our deferred tax assets and our unrecognized tax benefits.



We recognize a deferred tax asset if it is more likely than not (defined as a likelihood of greater than 50%) that a tax benefit will be accepted by a taxing authority. The measurement of deferred tax assets and liabilities is based upon currently enacted tax rates in the applicable jurisdictions. At December 31, 2018, on a consolidated basis, we recorded gross deferred tax assets of approximately \$735.6 million, with such amount partially offset by a valuation allowance of approximately \$73.1 million (as described below).

Subsequent to the initial recognition of deferred tax assets, we also must continually assess the likelihood that such deferred tax assets will be realized. If we determine that we may not fully derive the benefit from a deferred tax asset, we consider whether it would be appropriate to apply a valuation allowance against the applicable deferred tax asset, taking into account all available information. The ultimate realization of a deferred tax asset for a particular entity depends, among other things, on the generation of taxable income by such entity in the applicable jurisdiction.

We consider multiple possible sources of taxable income when assessing a valuation allowance against a deferred tax asset, including:

- future reversals of existing taxable temporary differences;
- future taxable income exclusive of reversing temporary differences and carryforwards;
- taxable income in prior carryback years; and
- tax-planning strategies.

The assessment regarding whether a valuation allowance is required or should be adjusted also considers all available information, including the following:

- nature, frequency, magnitude and duration of any past losses and current operating results;
- duration of statutory carryforward periods;
- historical experience with tax attributes expiring unused; and
- near-term and medium-term financial outlook.

The weight we give to any particular item is, in part, dependent upon the degree to which it can be objectively verified. We give greater weight to the recent results of operations of a relevant entity. Pre-tax operating losses on a three year cumulative basis or lack of sustainable profitability are considered objectively verifiable evidence and will generally outweigh a projection of future taxable income.

Certain of our tax-paying entities have individually experienced losses on a cumulative three year basis or have tax attributes that may expire unused. In addition, one of our tax-paying entities has recorded a valuation allowance on substantially all of its deferred tax assets due to the combined effect of operating losses in certain subsidiaries of that entity as well as foreign taxes that together substantially offset any U.S. tax liability. Taking into account all available information, we cannot determine that it is more likely than not that deferred tax assets held by these entities will be realized. Consequently, we have recorded valuation allowances on \$73.1 million of deferred tax assets held by these entities as of December 31, 2018.

We record tax positions taken or expected to be taken in a tax return based upon our estimates regarding the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, we recognize liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. Such liabilities are evaluated periodically as new information becomes available and any changes in the amounts of such liabilities are recorded as adjustments to "income tax expense." Liabilities for unrecognized tax benefits involve significant judgment and the ultimate resolution of such matters may be materially different from our estimates.

On January 1, 2017, we adopted new accounting guidance on share-based incentive compensation. As a result of the adoption of this new guidance, we recognized excess tax benefits of \$33.0 million and \$9.0 million from the vesting of share-based incentive compensation in the provision for income taxes in the consolidated statements of operations for the years ended December 31, 2018 and 2017, respectively. Upon adoption of the new guidance, we



also recorded deferred tax assets of \$81.5 million, net of a valuation allowance of \$12.1 million, for previously unrecognized excess tax benefits (including tax benefits from dividends or dividend equivalents) on share-based incentive compensation, with an offsetting adjustment to retained earnings. See Note 17 of Notes to Consolidated Financial Statements for further information on the adoption of this new guidance. The new guidance has since January 1, 2017 affected, and the Company expects that in future periods the new guidance will affect, the provision for income taxes for the delivery of stock under share-based incentive compensation arrangements, as well as the effective tax rate in the relevant periods, which could be material to the consolidated statements of operations and the classification of cash flows in the relevant periods.

On December 22, 2017, the Tax Act was enacted. The Tax Act significantly revised the U.S. corporate income tax system by, among other changes, lowering the corporate income tax rate from 35% to 21%, implementing a partial territorial tax system and imposing a one-time repatriation tax on the deemed repatriated earnings of foreign subsidiaries. The Tax Act also included several provisions that limited the benefit of the tax rate reduction, such as restricting the deductibility of interest expense and other corporate business expenses. The Tax Act further included anti-base erosion provisions such as the BEAT and tax on GILTI.

Lazard is a holding company that is treated as a publicly traded partnership for U.S. tax purposes, and our U.S. and certain foreign subsidiaries were impacted by the Tax Act. See Notes 17 and 19 of Notes to Consolidated Financial Statements for additional information regarding the impact of the Tax Act on us.

In addition to the discussion above regarding deferred tax assets and associated valuation allowances, as well as unrecognized tax benefit liability estimates, other factors affect our provision for income taxes, including changes in the geographic mix of our business, the level of our annual pre-tax income, transfer pricing and intercompany transactions.

See Item 1A, “Risk Factors” and Note 17 of Notes to Consolidated Financial Statements for additional information related to income taxes.

#### Amended and Restated Tax Receivable Agreement

During the period ended June 30, 2015, we released substantially all of our valuation allowance against deferred tax assets. As a result, we accrued a corresponding liability during the period ended June 30, 2015 for amounts relating to the Second Amended and Restated Tax Receivable Agreement, dated as of October 26, 2015 (the “Amended and Restated Tax Receivable Agreement”), between Lazard and LTBP Trust (the “Trust”). See Note 19 of Notes to Consolidated Financial Statements for additional information regarding the Amended and Restated Tax Receivable Agreement.

The amount of the Amended and Restated Tax Receivable Agreement liability is an undiscounted amount based upon currently enacted tax laws, including the Tax Act, the current structure of the Company and various assumptions regarding potential future operating profitability. The assumptions reflected in the estimate involve significant judgment, and if our structure were to change or our annual taxable income were to increase, we could be required to accelerate payments under the Amended and Restated Tax Receivable Agreement. As such, the actual amount and timing of payments under the Amended and Restated Tax Receivable Agreement could differ materially from our estimates. Any changes in the amount of the estimated liability would be recorded as a non-compensation expense in the consolidated statement of operations. Adjustments, if necessary, to the related deferred tax assets would be recorded through income tax expense.

The cumulative liability relating to our obligations under the Amended and Restated Tax Receivable Agreement recorded as of December 31, 2018 and 2017 was \$271 million and \$310 million, respectively, which includes the impact of the Tax Act as of both periods, and is recorded in “tax receivable agreement obligation” on the consolidated statements of financial condition.



## Investments

Investments consist primarily of interest-bearing deposits, debt and equity securities, and interests in alternative investment, debt, equity and private equity funds.

These investments, with the exception of interest-bearing deposits, are carried at fair value on the consolidated statements of financial condition, and any increases or decreases in the fair value of these investments are reflected in earnings. The fair value of investments is generally based upon market prices or the net asset value (“NAV”) or its equivalent for investments in funds. See Note 7 of Notes to Consolidated Financial Statements for additional information on the measurement of the fair value of investments.

Lazard is subject to market and credit risk on investments held. As such, gains and losses on investment positions held, which arise from sales or changes in the fair value of the investments, are not predictable and can cause periodic fluctuations in net income.

Data relating to investments is set forth below:

	December 31,	
	2018	2017
	(\$ in thousands)	
Seed investments by asset class:		
Equities (a)	\$73,410	\$111,067
Fixed income	9,548	15,215
Alternative investments	7,131	8,392
Total seed investments	90,089	134,674
Other investments owned:		
Private equity (b)	41,788	57,457
Interest-bearing deposits	510	556
Fixed income and other (c)	226,346	23,780
Total other investments owned	268,644	81,793
Subtotal	358,733	216,467
Add:		
Private equity consolidated, not owned (d)	14,555	19,222
LFI (e)	201,860	191,497
Total investments	\$575,148	\$427,186

(a) At December 31, 2018 and 2017, seed investments in directly owned equity securities were invested as follows:

	December 31,	
	2018	2017
Percentage invested in:		
Financials	30 %	27 %
Consumer	28	25
Industrial	13	15
Technology	14	11
Other	15	22
Total	100%	100 %

(b)

Private equity investments include investments related to certain legacy businesses and co-investments in private equity funds managed by our Asset Management business. Co-investments owned were \$27 million and \$36 million as of December 31, 2018 and 2017, respectively.

(c) At December 31, 2018, includes investments in U.S. Treasury securities of approximately \$200 million with original maturities of greater than three months and less than one year.

63

---

(d) Represents private equity investments that are consolidated but owned by noncontrolling interests, and therefore do not subject the Company to market or credit risk. The applicable noncontrolling interests are presented within “stockholders’ equity” on the consolidated statements of financial condition.

(e) Composed of investments held in connection with LFI and other similar deferred compensation arrangements. The market risk associated with such investments is equally offset by the market risk associated with the derivative liability with respect to awards expected to vest. The Company is subject to market risk associated with any portion of such investments that employees may forfeit. See “—Risk Management—Risks Related to Derivatives” for risk management information relating to derivatives. LFI investments held in entities in which the Company maintained a controlling interest were \$69 million in three entities as of December 31, 2018, as compared to \$53 million in two entities as of December 31, 2017.

At December 31, 2018 and 2017, total investments with a fair value of \$575 million and \$427 million, respectively, included \$57 million and \$80 million, respectively, or 10% and 19%, respectively, of investments that were classified using NAV or its equivalent as a practical expedient. See Notes 6 and 7 of Notes to Consolidated Financial Statements for additional information regarding investments measured at fair value, including the levels of fair value within which such measurements of fair value fall.

As of December 31, 2018 and 2017, the Company held seed investments of approximately \$90 million and \$135 million, respectively. Seed investments held in entities in which the Company maintained a controlling interest were \$31 million in eight entities as of December 31, 2018, as compared to \$28 million in eight entities as of December 31, 2017.

As of December 31, 2018 and 2017, the Company did not consolidate or deconsolidate any seed investment entities or LFI investment entities. As such, 100% of the recorded balance of seed investments and LFI investments as of December 31, 2018 and 2017 represented the Company’s economic interest in the seed investments. See “—Consolidation of Variable Interest Entities” below for more information on the Company’s policy regarding the consolidation of seed and LFI investment entities.

For additional information regarding risks associated with our investments, see “Risk Management—Investments” below as well as Item 1A, “Risk Factors—Other Business Risks—Our results of operations may be affected by fluctuations in the fair value of positions held in our investment portfolios”.

#### Assets Under Management

AUM primarily consists of debt and equity instruments, which have a value that is readily available based on either prices quoted on a recognized exchange or prices provided by external pricing services.

Prices of equity and debt securities and other instruments that comprise our AUM are provided by well-recognized, independent, third-party vendors. Such third-party vendors rely on prices provided by external pricing services which are obtained from recognized exchanges or markets, or, for certain fixed income securities, from an evaluated bid or other similarly sourced price.

Either directly, or through our third-party vendors, we perform a variety of regular due diligence procedures on our pricing service providers. Those procedures include oversight by our internal operations group, review of the pricing service providers’ internal control frameworks, review of the pricing service providers’ valuation methodologies, reconciliation to client custodial account values and comparison of significant pricing differences.

#### Goodwill

In accordance with current accounting guidance, goodwill has an indefinite life and is tested for impairment annually, as of November 1, or more frequently if circumstances indicate impairment may have occurred. The Company

performs a qualitative evaluation about whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount in lieu of actually calculating the fair value of the reporting unit. See Note 10 of Notes to Consolidated Financial Statements for additional information regarding goodwill.

## Consolidation

The consolidated financial statements include the accounts of Lazard Group and entities in which it has a controlling interest. Lazard determines whether it has a controlling interest in an entity by first evaluating whether the entity is a voting interest entity (“VOE”) or a variable interest entity (“VIE”) under U.S. GAAP.

• **Voting Interest Entities.** VOEs are entities in which (i) the total equity investment at risk is sufficient to enable the entity to finance itself independently and (ii) the equity holders have the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity’s activities. Lazard is required to consolidate a VOE if it holds a majority of the voting interest in such VOE.

• **Variable Interest Entities.** VIEs are entities that lack one or more of the characteristics of a VOE. If Lazard has a variable interest, or a combination of variable interests, in a VIE, it is required to analyze whether it needs to consolidate such VIE. Lazard is required to consolidate a VIE if we are the primary beneficiary having (i) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and (ii) the obligation to absorb losses of, or receive benefits from, the VIE that could be potentially significant to the VIE. Lazard’s involvement with various entities that are VOEs or VIEs primarily arises from investment management contracts with fund entities in our Asset Management business. Lazard is not required to consolidate such entities because, with the exception of certain seed investments, as discussed below, we do not hold more than an inconsequential equity interest in such entities and we do not hold other variable interests (including our investment management agreements, which do not meet the definition of variable interests) in such entities.

Lazard makes seed and LFI investments in certain entities that are considered VOEs and often require consolidation as a result of our investment. The impact of seed and LFI investment entities that require consolidation on the consolidated financial statements, including any consolidation or deconsolidation of such entities, is not material to our financial statements. Our exposure to loss from entities in which we have made such investments is limited to the extent of our investment in, or investment commitment to, such entities. See “Critical Accounting Policies and Estimates—Investments” above for more information regarding our investments.

Generally, when the Company initially invests to seed an investment entity, the Company is the majority owner of the entity. Our majority ownership in seed investment entities represents a controlling interest, except when we are the general partner in such entities and the third-party investors have the right to replace the general partner. To the extent material, we consolidate seed investment entities in which we own a controlling interest, and we would deconsolidate any such entity when we no longer have a controlling interest in such entity.

## Risk Management

### Investments

The Company has investments in a variety of asset classes, primarily debt and equity securities, and interests in alternative investments, debt, equity and private equity funds. The Company makes investments primarily to seed strategies in our Asset Management business or to reduce exposure arising from LFI and other similar deferred compensation arrangements. The Company measures its net economic exposure to market and other risks arising from investments that it owns, excluding (i) investments held in connection with LFI and other similar deferred compensation arrangements, (ii) investments in funds owned entirely by the noncontrolling interest holders of certain acquired entities and (iii) interest-bearing deposits with maturities over 90 days that allow daily withdrawals without principal penalties.

Risk sensitivities include the effects of economic hedging. For equity market price risk, investment portfolios and their corresponding hedges are beta-adjusted to the All-Country World equity index. Fair value and sensitivity measurements presented herein are based on various portfolio exposures at a particular point in time and may not be representative of future results. Risk exposures may change as a result of ongoing portfolio activities and changing

market conditions, among other things.

65

---

**Equity Market Price Risk**—At December 31, 2018 and 2017, the Company’s exposure to equity market price risk in its investment portfolio, which primarily relates to investments in equity securities, equity funds and hedge funds, was approximately \$84 million and \$107 million, respectively. The Company hedges market exposure arising from a significant portion of our equity investment portfolios by entering into total return swaps. The Company estimates that a hypothetical 10% adverse change in market prices would result in a net decrease of approximately \$0.8 million and \$2.0 million in the carrying value of such investments as of December 31, 2018 and 2017, respectively, including the effect of the hedging transactions.

**Interest Rate/Credit Spread Risk**—At December 31, 2018 and 2017, the Company’s exposure to interest rate and credit spread risk in its investment portfolio related to investments in debt securities or funds which invest primarily in debt securities was \$245 million and \$58 million, respectively. The Company hedges market exposure arising from a portion of our debt investment portfolios by entering into total return swaps. The Company estimates that a hypothetical 100 basis point adverse change in interest rates or credit spreads would result in a decrease of approximately \$0.9 million and \$1.3 million in the carrying value of such investments as of December 31, 2018 and 2017, respectively, including the effect of the hedging transactions.

**Foreign Exchange Rate Risk**—At December 31, 2018 and 2017, the Company’s exposure to foreign exchange rate risk in its investment portfolio, which primarily relates to investments in foreign currency denominated equity and debt securities, was \$41 million and \$65 million, respectively. A significant portion of the Company’s foreign currency exposure related to our equity and debt investment portfolios is hedged through the aforementioned total return swaps. The Company estimates that a 10% adverse change in foreign exchange rates versus the U.S. Dollar would result in a decrease of approximately \$0.1 million and \$1.7 million in the carrying value of such investments as of both December 31, 2018 and 2017, respectively, including the effect of the hedging transactions.

**Private Equity**—The Company invests in private equity primarily as a part of its co-investment activities and in connection with certain legacy businesses. At December 31, 2018 and 2017, the Company’s exposure to changes in fair value of such investments was approximately \$42 million and \$57 million, respectively. The Company estimates that a hypothetical 10% adverse change in fair value would result in a decrease of approximately \$4.2 million and \$5.7 million in the carrying value of such investments as of December 31, 2018 and 2017, respectively.

#### Risks Related to Receivables

We maintain an allowance for doubtful accounts to provide coverage for probable losses from our receivables. We determine the adequacy of the allowance by estimating the probability of loss based on our analysis of the client’s creditworthiness, among other things, and specifically provide for exposures where we determine the receivables are impaired. At December 31, 2018, total receivables amounted to \$686 million, net of an allowance for doubtful accounts of \$40 million. As of that date, Financial Advisory and Asset Management fees, and customers and other receivables comprised 73% and 27% of total receivables, respectively. At December 31, 2017, total receivables amounted to \$572 million, net of an allowance for doubtful accounts of \$24 million. As of that date, Financial Advisory and Asset Management fees, and customers and other receivables comprised 85% and 15% of total receivables, respectively. At December 31, 2018 and 2017, the Company had receivables past due or deemed uncollectible of approximately \$42 million and \$35 million, respectively. See also “Critical Accounting Policies and Estimates—Revenue Recognition” above and Note 5 of Notes to Consolidated Financial Statements for additional information regarding receivables.

LFB engages in lending activities, including commitments to extend credit (primarily for clients of LFG). At December 31, 2018 and 2017, customer receivables included \$64 million and \$61 million of LFB loans, respectively, with such loans being fully collateralized and closely monitored for counterparty creditworthiness.

#### Credit Concentrations

To reduce the exposure to concentrations of credit, the Company monitors large exposures to individual counterparties.

66

---

## Risks Related to Derivatives

Lazard enters into forward foreign currency exchange contracts and interest rate swaps to hedge exposures to currency exchange rates and interest rates and uses total return swap contracts on various equity and debt indices to hedge a portion of its market exposure with respect to certain seed investments related to our Asset Management business. Derivative contracts are recorded at fair value. Derivative assets amounted to \$12 million and \$4 million at December 31, 2018 and 2017, respectively, and derivative liabilities, excluding the derivative liability arising from the Company's obligation pertaining to LFI and other similar deferred compensation arrangements, amounted to \$1 million and \$16 million at such respective dates.

The Company also records derivative liabilities relating to its obligations pertaining to LFI awards and other similar deferred compensation arrangements, the fair value of which is based on the value of the underlying investments, adjusted for estimated forfeitures. Changes in the fair value of the derivative liabilities are equally offset by the changes in the fair value of investments which are expected to be delivered upon settlement of LFI awards. Derivative liabilities relating to LFI amounted to \$188 million and \$182 million at December 31, 2018 and 2017, respectively.

## Risks Related to Cash and Cash Equivalents and Corporate Indebtedness

A significant portion of the Company's indebtedness has fixed interest rates, while its cash and cash equivalents generally have market interest rates. Based on account balances as of December 31, 2018, Lazard estimates that its annual operating income relating to cash and cash equivalents would increase by approximately \$12 million in the event interest rates were to increase by 1% and decrease by approximately \$12 million if rates were to decrease by 1%.

As of December 31, 2018, the Company's cash and cash equivalents totaled approximately \$1,247 million. Substantially all of the Company's cash and cash equivalents were invested in (i) highly liquid institutional money market funds (a significant majority of which were invested solely in U.S. Government or agency money market funds), (ii) short-term interest bearing and non-interest bearing accounts at a number of leading banks throughout the world, (iii) short-term certificates of deposit from such banks and (iv) short-term U.S. Treasury securities. Cash and cash equivalents are constantly monitored. On a regular basis, management reviews its investment profile as well as the credit profile of its list of depositor banks in order to adjust any deposit or investment thresholds as necessary.

## Operational Risk

Operational risk is inherent in all our business and may, for example, manifest itself in the form of errors, breaches in the system of internal controls, employee misconduct, business interruptions, fraud, including fraud perpetrated by third parties, or legal actions due to operating deficiencies or noncompliance. The Company maintains a framework including policies and a system of internal controls designed to monitor and manage operational risk and provide management with timely and accurate information. Management within each of the operating companies is primarily responsible for its operational risk programs. The Company has in place business continuity and disaster recovery programs that manage its capabilities to provide services in the case of a disruption. We purchase insurance policies designed to help protect the Company against accidental loss and losses that may significantly affect our financial objectives, personnel, property or our ability to continue to meet our responsibilities to our various stakeholder groups. See Item 1A, "Risk Factors" above for more information regarding operational risk in our business.

## Recent Accounting Developments

For a discussion of recently issued accounting developments and their impact or potential impact on Lazard's consolidated financial statements, see Note 3 of Notes to Consolidated Financial Statements.



Item 7A. Quantitative and Qualitative Disclosures About Market Risk  
Risk Management

Quantitative and qualitative disclosures about market risk are included under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Risk Management.”

Item 8. Financial Statements and Supplementary Data

	Page
Index to Consolidated Financial Statements	
<u>Management’s Report on Internal Control Over Financial Reporting</u>	70
<u>Reports of Independent Registered Public Accounting Firm</u>	71
<u>Consolidated Statements of Financial Condition as of December 31, 2018 and 2017</u>	73
<u>Consolidated Statements of Operations for the years ended December 31, 2018, 2017 and 2016</u>	75
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u>	76
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u>	77
<u>Consolidated Statements of Changes in Stockholders’ Equity for the years ended December 31, 2018, 2017 and 2016</u>	79
<u>Notes to Consolidated Financial Statements</u>	82
<u>Supplemental Financial Information</u>	
<u>Quarterly Results</u>	130
Financial Statement Schedules	
Schedule I—Condensed Financial Information of Registrant (Parent Company Only)	
<u>Condensed Statements of Financial Condition as of December 31, 2018 and 2017</u>	F-2
<u>Condensed Statements of Operations for the years ended December 31, 2018, 2017 and 2016</u>	F-3
<u>Condensed Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u>	F-4
<u>Condensed Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u>	F-5
<u>Notes to Condensed Financial Statements</u>	F-6

## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Lazard Ltd and its subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). Based on management's assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2018.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's independent registered public accounting firm, Deloitte & Touche LLP, audited the Company's internal control over financial reporting as of December 31, 2018, as stated in their report which appears under "Report of Independent Registered Public Accounting Firm."

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of Lazard Ltd:

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Lazard Ltd and subsidiaries (the “Company”) as of December 31, 2018, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control—Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements and financial statement schedule as listed in the Index at Item 8 as of and for the year ended December 31, 2018 of the Company, and our report dated February 25, 2019, expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying “Management’s Report on Internal Control Over Financial Reporting.” Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

New York, New York

February 25, 2019

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of Lazard Ltd:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial condition of Lazard Ltd and subsidiaries (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, cash flows, and changes in stockholders’ equity for each of the three years in the period ended December 31, 2018, the related notes and the schedule listed in the Index at Item 8 (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2019, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

New York, New York

February 25, 2019

We have served as the Company’s auditors since 2000.



## LAZARD LTD

## CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

DECEMBER 31, 2018 and 2017

(dollars in thousands, except for per share data)

	December 31,	
	2018	2017
<b>ASSETS</b>		
Cash and cash equivalents	\$1,246,537	\$1,483,836
Deposits with banks and short-term investments	1,006,969	935,431
Cash deposited with clearing organizations and other segregated cash	38,379	35,539
Receivables (net of allowance for doubtful accounts of \$40,164 and \$23,746 at December 31, 2018 and 2017, respectively):		
Fees	501,397	487,800
Customers and other	184,137	83,816
	685,534	571,616
Investments	575,148	427,186
Property (net of accumulated amortization and depreciation of \$339,770 and \$317,827 at December 31, 2018 and 2017, respectively)	212,946	205,301
Goodwill and other intangible assets (net of accumulated amortization of \$65,949 and \$63,099 at December 31, 2018 and 2017, respectively)	375,318	391,364
Deferred tax assets	597,776	650,260
Other assets	258,634	228,144
<b>Total Assets</b>	<b>\$4,997,241</b>	<b>\$4,928,677</b>

See notes to consolidated financial statements.

## LAZARD LTD

## CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

DECEMBER 31, 2018 and 2017

(dollars in thousands, except for per share data)

	December 31,	
	2018	2017
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Deposits and other customer payables	\$1,154,207	\$992,338
Accrued compensation and benefits	585,484	593,781
Senior debt	1,434,260	1,190,383
Tax receivable agreement obligation	270,640	310,275
Deferred tax liabilities	5,571	9,407
Other liabilities	576,986	573,588
<b>Total Liabilities</b>	<b>4,027,148</b>	<b>3,669,772</b>
Commitments and contingencies		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, par value \$.01 per share; 15,000,000 shares authorized:		
Series A - no shares issued and outstanding	-	-
Series B - no shares issued and outstanding	-	-
Common stock:		
Class A, par value \$.01 per share (500,000,000 shares authorized;		
129,766,091 shares issued at December 31, 2018 and 2017,		
including shares held by subsidiaries as indicated below)	1,298	1,298
Additional paid-in-capital	750,692	788,140
Retained earnings	1,195,563	1,080,413
Accumulated other comprehensive loss, net of tax	(273,818 )	(232,518 )
	1,673,735	1,637,333
Class A common stock held by subsidiaries, at cost (17,574,805 and		
10,747,142 shares at December 31, 2018 and 2017, respectively)	(756,884 )	(437,530 )
<b>Total Lazard Ltd Stockholders' Equity</b>	<b>916,851</b>	<b>1,199,803</b>
Noncontrolling interests	53,242	59,102
<b>Total Stockholders' Equity</b>	<b>970,093</b>	<b>1,258,905</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$4,997,241</b>	<b>\$4,928,677</b>

See notes to consolidated financial statements.

## LAZARD LTD

## CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands, except for per share data)

	Year Ended December 31,		
	2018	2017	2016
<b>REVENUE</b>			
Investment banking and other advisory fees	\$1,554,114	\$1,385,536	\$1,298,364
Asset management fees	1,268,399	1,195,550	998,887
Interest income	13,127	7,144	5,233
Other	49,193	109,599	81,179
Total revenue	2,884,833	2,697,829	2,383,663
Interest expense	58,481	53,518	50,292
Net revenue	2,826,352	2,644,311	2,333,371
<b>OPERATING EXPENSES</b>			
Compensation and benefits	1,514,735	1,512,873	1,340,543
Occupancy and equipment	121,107	124,842	109,305
Marketing and business development	108,644	89,205	83,202
Technology and information services	139,693	121,671	97,461
Professional services	61,349	47,932	45,512
Fund administration and outsourced services	132,964	71,305	63,421
Amortization and other acquisition-related (benefits) costs	(15,897 )	9,514	35,247
Benefit pursuant to tax receivable agreement	(6,495 )	(202,546 )	-
Other	89,486	44,069	41,219
Total operating expenses	2,145,586	1,818,865	1,815,910
OPERATING INCOME	680,766	825,446	517,461
Provision for income taxes	148,317	565,599	123,769
NET INCOME	532,449	259,847	393,692
<b>LESS - NET INCOME ATTRIBUTABLE TO</b>			
NONCONTROLLING INTERESTS	5,324	6,264	5,994
NET INCOME ATTRIBUTABLE TO LAZARD LTD	\$527,125	\$253,583	\$387,698
<b>ATTRIBUTABLE TO LAZARD LTD CLASS A</b>			
<b>COMMON STOCKHOLDERS:</b>			
<b>WEIGHTED AVERAGE SHARES OF</b>			
<b>COMMON STOCK OUTSTANDING:</b>			
Basic	119,006,531	121,573,442	124,770,401
Diluted	129,767,592	132,479,728	132,633,630
<b>NET INCOME PER SHARE OF COMMON</b>			
<b>STOCK:</b>			
Basic	\$4.43	\$2.09	\$3.11
Diluted	\$4.06	\$1.91	\$2.92

See notes to consolidated financial statements.

75

---

## LAZARD LTD

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Year Ended December 31,		
	2018	2017	2016
NET INCOME	\$ 532,449	\$ 259,847	\$ 393,692
OTHER COMPREHENSIVE INCOME (LOSS), NET			
OF TAX:			
Currency translation adjustments	(46,602 )	71,669	(57,920 )
Employee benefit plans:			
Prior service costs (net of tax benefit of \$543			
for the year ended December 31, 2018)	(2,653 )	-	-
Actuarial gain (loss) (net of tax expense (benefit) of			
\$131, \$(3,507) and \$(5,205) for the years			
ended December 31, 2018, 2017 and 2016,			
respectively)	(2,781 )	2,085	(24,473 )
Adjustment for items reclassified to earnings (net of			
tax expense of \$2,335, \$2,220 and \$1,757 for the			
years ended December 31, 2018, 2017 and 2016,			
respectively)	10,735	7,951	2,526
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	(41,301 )	81,705	(79,867 )
COMPREHENSIVE INCOME	491,148	341,552	313,825
LESS - COMPREHENSIVE INCOME ATTRIBUTABLE TO			
NONCONTROLLING INTERESTS	5,323	6,265	5,993
COMPREHENSIVE INCOME ATTRIBUTABLE TO			
LAZARD LTD	\$ 485,825	\$ 335,287	\$ 307,832

See notes to consolidated financial statements.



## LAZARD LTD

## CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Year Ended December 31,		
	2018	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$532,449	\$259,847	\$393,692
Adjustments to reconcile net income to net cash provided by (used in)			
operating activities:			
Depreciation and amortization of property	34,103	31,498	33,264
Amortization of deferred expenses and share-based incentive			
compensation	371,434	359,381	341,825
Amortization and other acquisition-related (benefits) costs	(15,897 )	9,514	35,247
Deferred tax provision	45,386	501,163	63,660
Benefit pursuant to tax receivable agreement	(6,495 )	(202,546 )	-
Loss on extinguishment of debt	6,523	-	3,148
Gain on acquisition of portion of business already owned	-	-	(12,668 )
(Increase) decrease in operating assets and increase (decrease) in			
operating liabilities:			
Receivables-net	(131,637 )	95,976	(156,129 )
Investments	(150,839 )	28,922	71,552
Other assets	(138,842 )	(80,550 )	(55,611 )
Accrued compensation and benefits and other liabilities	152,853	25,910	(85,379 )
Net cash provided by operating activities	699,038	1,029,115	632,601
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Additions to property	(49,593 )	(27,670 )	(38,749 )
Disposals of property	3,384	750	1,096
Net cash used in investing activities	(46,209 )	(26,920 )	(37,653 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from:			
Customer deposits	112,061	421,885	7,197
Contributions from noncontrolling interests	1,706	-	93
Issuance of senior debt, net of expenses	490,970	-	296,757
Excess tax benefits from share-based incentive compensation	-	-	4,071
Other financing activities	-	-	24,484
Payments for:			
Senior debt	(255,543 )	-	(101,441 )
Capital lease obligations	(68 )	(7,337 )	(1,619 )
Distributions to noncontrolling interests	(12,889 )	(5,193 )	(2,111 )
Payments under tax receivable agreement	(33,140 )	(789 )	(10,086 )
Purchase of Class A common stock	(552,872 )	(306,741 )	(300,217 )

Edgar Filing: Lazard Ltd - Form 10-K

Class A common stock dividends	(359,639 )	(341,450 )	(336,138 )
Settlement of share-based incentive compensation	(110,361 )	(67,899 )	(56,078 )
Other financing activities	(6,329 )	(10,984 )	(4,667 )
Net cash used in financing activities	(726,104 )	(318,508 )	(479,755 )
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND			
CASH EQUIVALENTS AND RESTRICTED CASH	(89,646 )	163,636	(64,602 )
NET INCREASE (DECREASE) IN CASH AND			
CASH EQUIVALENTS AND RESTRICTED CASH	(162,921 )	847,323	50,591
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH—			
January 1	2,454,806	1,607,483	1,556,892
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH—			
December 31	\$2,291,885	\$2,454,806	\$1,607,483

See notes to consolidated financial statements.

## RECONCILIATION OF CASH AND CASH EQUIVALENTS AND

## RESTRICTED CASH WITHIN THE CONSOLIDATED

## STATEMENTS OF FINANCIAL CONDITION:

	Year Ended December 31,		
	2018	2017	2016
Cash and cash equivalents	\$1,246,537	\$1,483,836	\$1,158,785
Deposits with banks and short-term investments	1,006,969	935,431	419,668
Cash deposited with clearing organizations and other segregated cash	38,379	35,539	29,030
TOTAL CASH AND CASH EQUIVALENTS AND			

RESTRICTED CASH	\$2,291,885	\$2,454,806	\$1,607,483
-----------------	-------------	-------------	-------------

## SUPPLEMENTAL DISCLOSURES OF CASH FLOW

## INFORMATION:

## Cash paid during the year for:

Interest	\$50,812	\$49,601	\$46,262
Income taxes, net of refunds	\$101,671	\$48,738	\$72,420

See notes to consolidated financial statements.

LAZARD LTD

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Series A Preferred Stock		Common Stock		Additional Paid-In-Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss), Net of Tax	Class A Common Stock Held By Subsidiaries		Total Lazard Ltd Stockholders' Equity	Noncontrolling Interests	Total Equity
	Shares	\$	Shares (*)	\$				Shares	\$			
2016	7,921	\$-	129,766,091	\$1,298	\$600,034	\$1,123,728	\$(234,356)	4,253,381	\$(177,249)	\$1,313,455	\$53,851	\$1,367,306
Comprehensive income						387,698				387,698	5,994	393,692
Income tax expense							(79,866)			(79,866)	(1,000)	(80,866)
Stock repurchased	(7,921)									-		-
Share-based compensation					261,462					261,462		261,462
Share-based payments					37,284	(41,102)				(3,818)		(3,818)
Stock repurchased						(336,138)				(336,138)		(336,138)
Stock repurchased					(224,201)			8,551,271	(300,217)	(300,217)		(300,217)
Stock repurchased								(4,235,455)	168,571	(55,630)		(55,630)

on											
d											
ation											
tax											
s											
ons:											
ock											
g											
on)			37,861					37,861			
f											
ock											
tax											
			(33,768 )			(940,411 )	35,389	1,621			
ns to											
ling											
et									-	(2,018 )	
			9,559					9,559			
31,											
-	\$-	129,766,091	\$1,298	\$688,231	\$1,134,186	\$(314,222)	7,628,786	\$(273,506)	\$1,235,987	\$57,826	\$

See notes to consolidated financial statements.

LAZARD LTD

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Common Stock		Additional Paid-In- Capital	Retained Earnings	Accumulated		Total Lazard Ltd Stockholders' Equity		Noncontrol- ling Interests	Total Stockholders' Equity
					Other Comprehensive Income (Loss), Net of Tax	Class A Common Stock Held By Subsidiaries				
	Shares (*)	\$				Shares	\$	Equity		Equity
Balance - January 1, 2017	129,766,091	\$ 1,298	\$ 688,231	\$ 1,134,186	\$(314,222)	7,628,786	\$(273,506)	\$ 1,235,987	\$ 57,826	\$ 1,293,813
Adjustment for cumulative effect on prior years from adoption of accounting guidance related to share-based payment										
Compensation expense, as vested - January 1, 2017	129,766,091	1,298	688,231	1,215,730	(314,222)	7,628,786	(273,506)	1,317,531	57,826	1,375,357
Comprehensive income:										
Operating income				253,583				253,583	6,264	259,847
Other comprehensive income - net of tax					81,704			81,704	1	81,705
Share-based payment										
Compensation expense			272,965					272,965		272,965
			41,746	(47,654)				(5,908)		(5,908)



See notes to consolidated financial statements.

80

---

LAZARD LTD

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Common Stock		Additional Paid-In- Capital	Retained Earnings	Accumulated		Total		Total Stockholders' Equity	
					Other Comprehensive Income (Loss), Net of Tax	Class A Common Stock Held By Subsidiaries	Lazard Ltd Stockholders' Equity	Noncontrol Interests		
	Shares (*)	\$				Shares	\$			
Balance - January 1, 2018	129,766,091	\$ 1,298	\$ 788,140	\$ 1,080,413	\$(232,518)	10,747,142	\$(437,530)	\$ 1,199,803	\$ 59,102	\$ 1,258,905
Comprehensive income (loss):				527,125				527,125	5,324	532,449
Other comprehensive income - net of tax					(41,300 )			(41,300 )	(1 )	(41,301 )
Amortization of share-based incentive										
Compensation expense			267,573					267,573		267,573
Dividends paid to Class A common stock holders			44,255	(50,583 )				(6,328 )		(6,328 )
Share repurchases of Class A common stock (0.03 per share)				(359,639 )				(359,639 )		(359,639 )
Acquisition of Class A common stock through conversion of Class A common stock						12,206,652	(552,872)	(552,872 )		(552,872 )
Share-based incentive			(350,481)			(5,353,920 )	232,409	(118,072 )		(118,072 )

Compensation											
related tax											
expense											
\$7,711											
Business											
acquisitions											
related											
entity											
Transactions:											
Issuance of											
Class A											
common stock	(1,109	)			(25,069	)	1,109	-			-
Class A											
common stock											
available											
Including											
restricted											
(conversion)	561							561			561
dividend											
equivalents	1,753	(1,753	)					-			-
Contributions to											
controlling											
interests, net								-	(11,183)		(11,183)
Change in											
balance -											
December 31,											
2018	129,766,091	\$1,298	\$750,692	\$1,195,563	\$(273,818)	17,574,805	\$(756,884)	\$916,851	\$53,242	\$970,091	

(\*Includes 129,766,091 shares of the Company's Class A common stock issued at December 31, 2016, 2017 and 2018, respectively.

See notes to consolidated financial statements.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(dollars in thousands, except for per share data, unless otherwise noted)

1. ORGANIZATION AND BASIS OF PRESENTATION

Organization

Lazard Ltd, a Bermuda holding company, and its subsidiaries (collectively referred to as “Lazard Ltd”, “Lazard”, “we” or the “Company”), including Lazard Ltd’s indirect investment in Lazard Group LLC, a Delaware limited liability company (collectively referred to, together with its subsidiaries, as “Lazard Group”), is one of the world’s preeminent financial advisory and asset management firms and has long specialized in crafting solutions to the complex financial and strategic challenges of our clients. We serve a diverse set of clients around the world, including corporations, governments, institutions, partnerships and individuals.

Lazard Ltd indirectly held 100% of all outstanding Lazard Group common membership interests as of December 31, 2018 and 2017. Lazard Ltd, through its control of the managing members of Lazard Group, controls Lazard Group, which as of December 31, 2018 was governed by an Amended and Restated Operating Agreement dated as of October 26, 2015, as amended (the “Operating Agreement”). The Operating Agreement was subsequently amended and restated on February 4, 2019.

Lazard Ltd’s primary operating asset is its indirect ownership of the common membership interests of, and managing member interests in, Lazard Group, whose principal operating activities are included in two business segments:

Financial Advisory, which offers corporate, partnership, institutional, government, sovereign and individual clients across the globe a wide array of financial advisory services regarding mergers and acquisitions (“M&A”), capital advisory, restructurings, shareholder advisory, sovereign advisory, capital raising and other strategic advisory, and Asset Management, which offers a broad range of global investment solutions and investment management services in equity and fixed income strategies, asset allocation strategies, alternative investments and private equity funds to corporations, public funds, sovereign entities, endowments and foundations, labor funds, financial intermediaries and private clients.

In addition, we record selected other activities in our Corporate segment, including management of cash, investments, deferred tax assets, outstanding indebtedness, certain contingent obligations, and assets and liabilities associated with Lazard Group’s Paris-based subsidiary Lazard Frères Banque SA (“LFB”).

Basis of Presentation

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s policy is to consolidate entities in which it has a controlling financial interest. The Company consolidates:

• Voting interest entities (“VOEs”) where the Company holds a majority of the voting interest in such VOEs, and  
• Variable interest entities (“VIEs”) where the Company is the primary beneficiary having the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and the obligation to absorb

losses of, or receive benefits from, the VIE that could be potentially significant to the VIE. When the Company does not have a controlling interest in an entity, but exerts significant influence over such entity's operating and financial decisions, the Company either (i) applies the equity method of accounting in which it records a proportionate share of the entity's net earnings, or (ii) elects the option to measure its investment at fair value. Intercompany transactions and balances have been eliminated.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The consolidated financial statements include Lazard Ltd, Lazard Group and Lazard Group's principal operating subsidiaries: Lazard Frères & Co. LLC ("LFNY"), a New York limited liability company, along with its subsidiaries, including Lazard Asset Management LLC and its subsidiaries (collectively referred to as "LAM"); the French limited liability companies Compagnie Financière Lazard Frères SAS ("CFLF") along with its subsidiaries, LFB and Lazard Frères Gestion SAS ("LFG"), and Maison Lazard SAS and its subsidiaries; and Lazard & Co., Limited ("LCL"), through Lazard & Co., Holdings Limited ("LCH"), an English private limited company, together with their jointly owned affiliates and subsidiaries.

Certain prior period amounts have been reclassified to conform to the current period presentation, including the presentation related to the adoption of new guidance impacting the consolidated statements of cash flows (see Note 3).

## 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies below relate to reported amounts and disclosures in the consolidated financial statements.

**Foreign Currency Translation**—The consolidated financial statements are presented in U.S. Dollars. Many of the Company's non-U.S. subsidiaries have a functional currency (i.e., the currency in which operational activities are primarily conducted) that is other than the U.S. Dollar, generally the currency of the country in which such subsidiaries are domiciled. Such subsidiaries' assets and liabilities are translated into U.S. Dollars at year-end exchange rates, while revenue and expenses are translated at average exchange rates during the year based on the daily closing exchange rates. Adjustments that result from translating amounts from a subsidiary's functional currency to U.S. Dollars are reported in "accumulated other comprehensive income (loss), net of tax" ("AOCI"). Foreign currency remeasurement gains and losses on transactions in non-functional currencies are included on the consolidated statements of operations. Foreign currency remeasurement gains (losses), net of hedge transactions (see Note 8) amounted to \$(2,880), \$1,900 and \$(1,153) for the years ended December 31, 2018, 2017 and 2016, respectively, and are included in "revenue-other" on the respective consolidated statements of operations.

**Use of Estimates**—The preparation of consolidated financial statements in conformity with U.S. GAAP requires the use of management's estimates. In preparing the consolidated financial statements, management makes estimates and assumptions regarding:

- valuations of assets and liabilities requiring fair value estimates including, but not limited to, investments, derivatives, securities sold, not yet purchased and assumptions used to value pension and other post-retirement plans;
- the assessment of probability with respect to recognizing revenue;
- the adequacy of the allowance for doubtful accounts;
- the realization of deferred tax assets and adequacy of tax reserves for uncertain tax positions;
- the measurement of our tax receivable agreement obligation;
- the outcome of litigation;
- the carrying amount of goodwill and other intangible assets;
- the vesting of share-based and other deferred compensation plan awards; and

• other matters that affect the reported amounts and disclosure of contingencies in the consolidated financial statements.

Estimates, by their nature, are based on judgment and available information. Therefore, actual results could differ from those estimates and could have a material impact on the consolidated financial statements.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

**Cash and Cash Equivalents**—The Company defines cash equivalents as short-term, highly liquid securities and cash deposits with original maturities of 90 days or less when purchased.

**Deposits with Banks and Short-Term Investments**—Represents LFB’s short-term deposits, including with the Banque de France and amounts placed by LFB in short-term, highly liquid securities with original maturities of 90 days or less when purchased. The level of these deposits and investments may be driven by the level of LFB time and demand deposits (which can fluctuate significantly on a daily basis) and by changes in asset allocation.

**Cash Deposited with Clearing Organizations and Other Segregated Cash**—Primarily represents restricted cash deposits made by the Company, including those to satisfy the requirements of clearing organizations.

**Allowance for Doubtful Accounts**—We maintain an allowance for bad debts to provide for estimated losses relating to fees and customer receivables. We determine the adequacy of the allowance by estimating the probability of loss based on management’s analysis of the client’s creditworthiness and specifically reserve against exposures where we determine the receivables may be impaired, which may include situations where a fee is in dispute or litigation has commenced.

With respect to fees receivable from Financial Advisory activities, such receivables are generally deemed past due when they are outstanding 60 days from the date of invoice. However, some Financial Advisory transactions include specific contractual payment terms that may vary from one month to four years (as is the case for our interest-bearing financing receivables) following the invoice date or may be subject to court approval (as is the case with bankruptcy-related restructuring assignments). In such cases, receivables are deemed past due when payment is not received by the agreed-upon contractual date or the court approval date, respectively. Financial Advisory fee receivables past due in excess of 180 days are fully provided for unless there is evidence that the balance is collectable. Asset Management fees are deemed past due and fully provided for when such receivables are outstanding 12 months after the invoice date. Notwithstanding our policy for receivables past due, we specifically reserve against exposures relating to Financial Advisory and Asset Management fees where we determine receivables are impaired.

See Note 5 for additional information regarding receivables.

**Investments**—Investments in debt and marketable equity securities held either directly, or indirectly through asset management funds, at the Company’s broker-dealer subsidiaries are accounted for at fair value, with any increase or decrease in fair value recorded in earnings. Such amounts are reflected in “revenue-other” in the consolidated statements of operations.

Investments in debt and marketable equity securities held at the Company’s non broker-dealer subsidiaries are accounted for at fair value, with any increase or decrease in fair value reflected in “revenue-other” in the consolidated statements of operations.

Investments also include interests in alternative investment funds and private equity funds, each accounted for at fair value, as well as investments accounted for under the equity method of accounting. Any increases or decreases in the

carrying value of those investments accounted for at fair value and the Company's share of net income or losses pertaining to its equity method investments are reflected in "revenue-other" in the consolidated statements of operations.

Dividend income is reflected in "revenue-other" on the consolidated statements of operations. Interest income includes accretion or amortization of any discount or premium arising at acquisition of the related debt security. Securities transactions and the related revenue and expenses are recorded on a "trade date" basis.

84

---

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

See Notes 6 and 7 for additional information regarding the Company's investments.

**Property-net**—Property is stated at cost less accumulated depreciation and amortization. Buildings are depreciated on a straight-line basis over their estimated useful lives. Leasehold improvements are capitalized and are amortized over the lesser of the economic useful life of the improvement or the term of the lease. Depreciation of furniture and equipment, including computer hardware and software, is determined on a straight-line basis using estimated useful lives. Depreciation and amortization expense aggregating \$34,103, \$31,498 and \$33,264 for the years ended December 31, 2018, 2017 and 2016, respectively, is included on the respective consolidated statements of operations in “occupancy and equipment” or “technology and information services”, depending on the nature of the underlying asset. Repairs and maintenance are expensed as incurred.

**Goodwill and Other Intangible Assets**—As goodwill has an indefinite life, it is required to be tested for impairment annually or more frequently if circumstances indicate impairment may have occurred. The Company performs a qualitative evaluation about whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount in lieu of actually calculating the fair value of the reporting unit.

The Company completed its annual goodwill review as of November 1, 2018, and determined that no impairment existed.

Intangible assets that are not deemed to have an indefinite life are amortized over their estimated useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The pattern of amortization reflects the timing of the realization of the economic benefits of such intangible assets. For acquired customer contracts, the period of realization is deemed to be the period when the related revenue is recognized. This analysis is performed by comparing the carrying value of the intangible asset being reviewed for impairment to the current and expected future cash flows expected to be generated from such asset on an undiscounted basis, including eventual disposition. An impairment loss would be measured for the amount by which the carrying amount of the intangible asset exceeds its fair value.

See Note 10 with respect to goodwill and other intangible assets.

**Derivative Instruments**—A derivative is typically defined as an instrument whose value is “derived” from underlying assets, indices or reference rates, such as a future, forward, swap, or option contract, or other financial instrument with similar characteristics. Derivative contracts often involve future commitments to exchange interest payment streams or currencies based on a notional or contractual amount (e.g., interest rate swaps or currency forwards) or to purchase or sell other financial instruments at specified terms on a specified date (e.g., options to buy or sell securities or currencies).

The Company enters into forward foreign currency exchange rate contracts, interest rate swaps, interest rate futures, total return swap contracts on various equity and debt indices and other derivative contracts to economically hedge exposures to fluctuations in currency exchange rates, interest rates and equity and debt prices. The Company reports its derivative instruments separately as assets and liabilities unless a legal right of set-off exists under a master netting

agreement enforceable by law. The Company's derivative instruments are recorded at their fair value, and are included in "other assets" and "other liabilities" on the consolidated statements of financial condition. Gains and losses on the Company's derivative instruments are generally included in "interest income" and "interest expense", respectively, or "revenue-other", depending on the nature of the underlying item, in the consolidated statements of operations.

In addition to the derivative instruments described above, the Company records derivative liabilities relating to its obligations pertaining to Lazard Fund Interests ("LFI") and other similar deferred compensation arrangements, the fair value of which is based on the value of the underlying investments, adjusted for estimated forfeitures, and is included in "accrued compensation and benefits" in the consolidated statements of financial condition. Changes in the fair value of the derivative liabilities are included in "compensation and benefits" in the consolidated statements of operations, the impact of which equally offsets the changes in the fair value of investments which are currently

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

expected to be delivered upon settlement of LFI and other similar deferred compensation arrangements, which are reported in “revenue-other” in the consolidated statements of operations. For information regarding LFI and other similar deferred compensation arrangements, see Notes 6, 8 and 15.

Deposits and Other Customer Payables—Principally relates to LFB customer-related demand deposits, both interest-bearing and non-interest bearing.

Securities Sold, Not Yet Purchased—Securities sold, not yet purchased represents liabilities for securities sold for which payment has been received and the obligations to deliver such securities are included within “other liabilities” in the consolidated statements of financial condition. These securities are accounted for at fair value, with any increase or decrease in fair value recorded in earnings in accordance with standard securities industry practices. Such gains and losses are reflected in “revenue-other” in the consolidated statements of operations.

Contingent Consideration Liabilities —The contingent consideration liabilities of businesses acquired in a business combination are initially recorded at fair value, and any change in the fair value is recognized in “amortization and other acquisition-related (benefits) costs” in the consolidated statements of operations. The contingent consideration liability is included in “other liabilities” on the consolidated statements of financial condition.

Fair Value of Financial Assets and Liabilities—The majority of the Company’s financial assets and liabilities are recorded at fair value or at amounts that approximate fair value. Such assets and liabilities include cash and cash equivalents, deposits with banks and short-term investments, cash deposited with clearing organizations and other segregated cash, receivables, investments (excluding investments accounted for at amortized cost, interest-bearing deposits or using the equity method of accounting), derivative instruments, deposits and other customer payables.

#### Revenue Recognition

Investment Banking and Other Advisory Fees and Asset Management Fees—See Note 4 for the Company’s accounting policy on revenue recognition as it applies to investment banking and other advisory and asset management fees.

Soft Dollar Arrangements—Certain entities within the Company’s Asset Management business obtain research and other services through commission-sharing arrangements with broker-dealers, which are also known as “soft dollar” arrangements. Consistent with the “soft dollar” safe harbor established by Section 28(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Asset Management business does not have any contractual obligation or arrangement requiring it to pay for research and other eligible services obtained through soft dollar arrangements with brokers. Instead, the provider is obligated to pay for the services. Consequently, the Company does not incur any liability and does not accrue any expenses in connection with any research or other eligible services obtained by the Asset Management business pursuant to such soft dollar arrangements. For the year ended December 31, 2018, the Company obtained research and other eligible services through soft dollar arrangements valued at approximately \$30,000. The use of soft dollars is limited by regulations in the European Union and the U.K. and, as such, the Company intends to directly pay a portion of the costs of such research and other eligible services going forward.

Equity-Based Incentive Compensation Awards—Equity-based incentive compensation awards that do not require future service are expensed immediately. Equity-based compensation awards that require future service are amortized over the applicable vesting period, or requisite service period, based on the fair value of the Company’s Class A common stock on the date of grant. Compensation expense recognized for equity-based incentive compensation is determined based on the number of awards that in the Company’s estimate are considered probable of vesting (including as a result of any applicable performance conditions). Equity-based incentive compensation is recognized in “compensation and benefits” expense.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

**Income Taxes**—Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when such differences are expected to reverse. Such temporary differences are reflected as deferred tax assets and deferred tax liabilities on the consolidated statements of financial condition. A deferred tax asset is recognized if it is more likely than not (defined as a likelihood of greater than 50%) that a tax benefit will be accepted by a taxing authority.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized and, when necessary, a valuation allowance is established. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. Management considers the following possible sources of taxable income when assessing the realization of deferred tax assets:

- future reversals of existing taxable temporary differences;
- future taxable income exclusive of reversing temporary differences and carryforwards;
- taxable income in prior carryback years; and
- tax-planning strategies.

The assessment regarding whether a valuation allowance is required or should be adjusted also considers all available information, including the following:

- nature, frequency, magnitude and duration of any past losses and current operating results;
- duration of statutory carryforward periods;
- historical experience with tax attributes expiring unused; and
- near-term and medium-term financial outlook.

The Company records tax positions taken or expected to be taken in a tax return based upon the Company's estimates regarding the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority.

The Company recognizes interest and/or penalties related to unrecognized tax benefits in "provision for income taxes". See Note 17 for additional information relating to income taxes.

### 3. RECENT ACCOUNTING DEVELOPMENTS

**Revenue from Contracts with Customers**—In May 2014, the FASB issued comprehensive new revenue recognition guidance. The guidance requires a company to recognize revenue when it transfers promised services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those services and requires enhanced disclosures. The guidance also changes the accounting for certain contract costs, including whether they may be offset against revenue in the consolidated statements of operations. The Company adopted the revenue recognition guidance upon its effective date of January 1, 2018 using the modified cumulative effect approach.

The Company evaluated the impact of the new guidance, including (i) the timing of revenue recognition for Financial Advisory and Asset Management fees and (ii) the presentation of certain contract costs. With respect to revenue recognition, the Company assessed the impact of the new guidance on the recognition of fees for Financial Advisory (e.g., transaction completion, transaction announcement and retainers) and Asset Management (e.g., management and incentive fees), including the requirement under the new guidance to recognize certain transaction

LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

completion fees in periods prior to the periods in which the applicable transactions close. The Company's assessment included an analysis of whether the Company's fulfillment of its performance obligations would be deemed to occur over time, or at specific points in time, under the new guidance. Specifically, recognition would be deemed to occur over time if the client receives and consumes benefits from the services as the Company performs the services. The Company concluded that Financial Advisory and Asset Management fees would typically be recognized over time as performance occurs, subject to constraints, using an appropriate measure of progress, based on resources consumed, which is consistent with when the client receives benefits. There was no material impact to the Company's recognition of revenue upon adoption of the new guidance.

The new guidance requires the Company to prospectively present certain contract costs on a gross basis. The most significant changes with respect to presentation relate to (a) certain distribution costs within our Asset Management business and (b) certain reimbursable deal costs within our Financial Advisory business, both of which were previously presented net against revenues and are now presented as expenses on a gross basis under the new guidance because the Company is primarily responsible for fulfilling the promise of the arrangement. For the year ended December 31, 2018, the presentation of such costs on a gross basis resulted in an increase to net revenue of \$93,831, primarily comprised of increases to asset management fees and investment banking and other advisory fees. In addition, there was a corresponding increase to operating expenses of \$93,831, primarily comprised of an increase to distribution costs presented within fund administration and outsourced services and an increase to reimbursable deal costs presented within marketing and business development. These amounts would have been presented on a net basis prior to the adoption of the new guidance, and there was no material impact to net income as a result of the gross basis of presentation under the new guidance.

See Note 4 for further information on contracts within the scope of the new guidance.

**Classification of Certain Cash Receipts and Cash Payments**—In August and November 2016, the FASB issued updated guidance which clarifies how a company should classify certain cash receipts and cash payments on the statement of cash flows and clarifies that restricted cash should be included in the total of cash and cash equivalents on the statement of cash flows. The Company adopted this new guidance on January 1, 2018, which resulted in the reclassification of "cash deposited with clearing organizations and other segregated cash" and "deposits with banks and short-term investments" from operating activities to components of "cash and cash equivalents and restricted cash" on the consolidated statement of cash flows. In addition, the Company reclassified cash flows related to customer deposits from operating activities to financing activities. This resulted in changes in deposits with banks and short-term investments and customer deposits no longer being reflected in cash flows from operating activities. Except for the reclassification of these items on the consolidated statement of cash flows for all years presented, the new guidance had no impact on the Company's financial statements.

**Clarifying the Definition of a Business**—In January 2017, the FASB issued updated guidance to clarify the definition of a business within the context of business combinations. The updated guidance requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of

similar identifiable assets, such asset or group of assets is not a business. This updated guidance is expected to reduce the number of transactions that need to be further evaluated as business combinations. If further evaluation is necessary, the updated guidance requires that a business set include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. The updated guidance removes the evaluation of whether a market participant could replace missing elements. The Company adopted the new guidance on January 1, 2018 and it did not have a material impact on the Company's financial statements.

Compensation—Retirement Benefits—Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost—In March 2016, the FASB issued updated guidance on the presentation of net benefit cost in the statement of operations and the components eligible for capitalization. The new guidance requires that only the service cost component of net periodic pension cost and net periodic postretirement benefit cost be presented with other employee compensation costs in operating expenses, applied on a retrospective basis. The other components of net benefit cost, including amortization of prior service cost, and gains and losses from settlements and curtailments, are included in other operating expenses. The new guidance also stipulates that only the service

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

cost component of net benefit cost is eligible for capitalization, applied on a prospective basis. The Company adopted the new guidance on January 1, 2018 and there was no material impact to the Company's financial statements.

**Compensation—Stock Compensation: Scope of Modification Accounting—**In May 2017, the FASB issued updated guidance on modifications to share-based payment awards. The updated guidance requires entities to account for the effects of a modification to a share-based payment award unless the following are all the same immediately before and after the modification: (i) the fair value of the award, (ii) the vesting conditions of the award, and (iii) the classification of the award as an equity instrument or a liability instrument. The Company adopted the new guidance on January 1, 2018, and there was no material impact to the Company's financial statements.

**Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income—**In February 2018, the FASB issued updated guidance on the tax effects of items in AOCI. Specifically, the new guidance will permit, but not require, a reclassification from AOCI to retained earnings for stranded tax effects resulting from the newly enacted federal corporate income tax rate under the Tax Cuts and Jobs Act of 2017 (see Note 17). The amount of the reclassification would be the difference between the historical corporate income tax rate and the newly enacted 21% corporate income tax rate. The new guidance is effective for annual and interim periods beginning after December 15, 2018, with an option to apply it in the period of adoption or on a retrospective basis for each period in which the effect of the change in the U.S. federal corporate income tax rate is recognized. The Company will adopt the new guidance on January 1, 2019 and does not expect a material impact on the Company's financial statements.

**Leases—**In February 2016, the FASB issued updated guidance for leases. The guidance requires a lessee to (i) recognize a right-of-use asset and a lease liability that is initially measured at the present value of the lease payments, in the consolidated statement of financial condition, (ii) recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis and (iii) classify operating lease related cash payments within operating activities and finance lease related principal cash payments within financing activities (with interest included in interest paid) in the consolidated statement of cash flows.

The new guidance is effective for annual and interim periods beginning after December 15, 2018. The Company will adopt the new guidance on January 1, 2019 using the optional transition method, which allows the new standard to be applied initially at the adoption date with a cumulative-effect adjustment without restating comparative periods. Lazard plans to elect the practical expedients, which allows the carry-forward of the prior conclusions on lease definition, classification and initial direct costs related to the expired and existing leases as of the adoption date. The Company expects to apply the exemption of balance sheet recognition requirements of short-term leases.

The Company continues to evaluate its processes and internal controls over financial reporting relating to its leasing activities. The Company currently estimates the recognition of the right-of-use assets and lease liabilities to be approximately \$500,000 to \$600,000 on its consolidated statements of financial condition upon adoption and does not expect a material impact on its consolidated statement of operations.

**Improvements to Nonemployee Share-Based Payment Accounting—**In June 2018, the FASB issued updated guidance to simplify the accounting for nonemployee share-based payment transactions. The new guidance generally requires

equity-classified nonemployee share-based payment awards to be measured at the grant date, which is the date at which a grantor and grantee reach a mutual understanding of the key terms and conditions of a share-based payment award. This update generally aligns the accounting for equity-classified share-based payment awards to nonemployees with the measurement date required for employees. The new guidance is effective for annual and interim periods beginning after December 15, 2018. Upon adoption, the new guidance would be applied on a modified retrospective basis. The Company will adopt the new guidance on January 1, 2019 and does not expect it to have a material impact on the Company's financial statements.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

**Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments—**In June 2016, the FASB issued new guidance regarding the measurement of credit losses on financial instruments. The new guidance replaces the incurred loss impairment methodology in the current guidance with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to determine credit loss estimates. The new guidance is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted for fiscal years beginning after December 15, 2018. The Company is currently evaluating the new guidance.

**Intangibles—Goodwill and Other: Simplifying the Test for Goodwill Impairment—**In January 2017, the FASB issued updated guidance which eliminated Step 2 from the goodwill impairment test. Step 2 is the process of measuring a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. The new guidance requires entities to measure a goodwill impairment loss as the amount by which a reporting unit's carrying value exceeds its fair value, limited to the carrying amount of goodwill. The FASB also eliminated the requirements for entities that have reporting units with zero or negative carrying amounts to perform a qualitative assessment for the goodwill impairment test. Instead, those entities would be required to disclose the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount. The new guidance is effective for interim or annual goodwill impairment tests performed in fiscal years beginning after December 15, 2019, with early adoption permitted. The Company is currently evaluating the new guidance.

**Intangibles—Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract—**In August 2018, the FASB issued updated guidance on the accounting for implementation costs incurred in a cloud computing arrangement. The new guidance requires the capitalization of the implementation costs incurred in a cloud computing arrangement to be aligned with the requirements for capitalizing costs incurred to develop or obtain internal-use software. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2019, with early adoption permitted. Upon adoption, the Company may elect to apply the new guidance on either a prospective or retrospective basis. The Company is currently evaluating the new guidance.

**Related Party Guidance for Variable Interest Entities—**In October 2018, the FASB issued updated guidance that requires consideration of indirect interest held through related parties under common control for determining whether fees paid to decision makers and service providers are variable interests. The new guidance is effective for fiscal years and interim periods beginning after December 15, 2019, with early adoption permitted. The amendments are required to be applied retrospectively with a cumulative-effect adjustment. The Company is currently evaluating the new guidance.

**Fair Value Measurement: Changes to the Disclosure Requirements for Fair Value Measurement—**In August 2018, the FASB issued updated guidance which modifies the disclosure requirements on fair value measurement. The updated guidance eliminates or modifies various required disclosures under the current guidance and includes additional requirements. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2019, with early adoption permitted. The Company is currently evaluating the new guidance.

Compensation—Retirement Benefits: Changes to the Disclosure Requirements for Defined Benefit Plans—In August 2018, the FASB issued updated guidance which modifies the disclosure requirements regarding defined benefit plans and other postretirement plans. The updated guidance eliminates or clarifies certain currently required disclosures and includes additional requirements. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2020, with early adoption permitted. The Company is currently evaluating the new guidance.

#### 4. REVENUE RECOGNITION

Investment Banking and Other Advisory Fees—Fees for Financial Advisory services are recorded when: (i) a contract with a client has been identified, (ii) the performance obligations in the contract have been identified, (iii)

90

---

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

the fee or other transaction price has been determined, (iv) the fee or other transaction price has been allocated to each performance obligation in the contract, and (v) the Company has satisfied the applicable performance obligation. The expenses that are directly related to such transactions are recorded as incurred and presented within operating expenses when the Company is primarily responsible for fulfilling the promise of the arrangement. Revenues associated with the reimbursement of such expenses are recorded when the Company is contractually entitled to reimbursement and presented within investment banking and other advisory fees.

**Asset Management Fees**—Fees for Asset Management services are primarily comprised of management fees and incentive fees. Management fees are derived from fees for investment management and other services provided to clients. Revenue is recorded in accordance with the same five criteria as Financial Advisory fees, which generally results in management fees being recorded on a daily, monthly or quarterly basis, primarily based on a percentage of client assets managed. Fees vary with the type of assets managed, with higher fees earned on equity assets, alternative investment (such as hedge fund) and private equity funds, and lower fees earned on fixed income and money market products. Expenses that are directly related to the sale or distribution of fund interests are recorded as incurred and presented within operating expenses when the Company is primarily responsible for fulfilling the promise of the arrangement. Revenues associated with the reimbursement of such expenses are recorded when the Company is contractually entitled to reimbursement and presented within asset management fees.

In addition, the Company earns performance-based incentive fees on various investment products, including traditional products and alternative investment funds such as hedge funds and private equity funds.

For hedge funds, incentive fees are calculated based on a specific percentage of a fund's net appreciation, in some cases in excess of established benchmarks or thresholds. The Company records incentive fees on traditional products and hedge funds when a significant reversal in the amount of the cumulative revenue to be recognized is not probable, which is typically at the end of the relevant performance measurement period. The incentive fee measurement period is generally an annual period (unless an account is terminated during the year). The incentive fees received at the end of the measurement period are not subject to reversal or payback. Incentive fees on hedge funds generally are subject to loss carryforward provisions in which losses incurred by the hedge funds in any year are applied against certain gains realized by the hedge funds in future periods before any incentive fees can be earned.

For private equity funds, incentive fees may be earned in the form of a "carried interest" if profits arising from realized investments exceed a specified threshold. Typically, such carried interest is ultimately calculated on a whole-fund basis and, therefore, clawback of carried interests during the life of the fund can occur. As a result, the Company records incentive fees earned on our private equity funds when a significant reversal in the amount of the cumulative revenue to be recognized is not probable, which is typically at the end of the relevant performance period.

Receivables relating to asset management and incentive fees are reported in "fees receivable" on the consolidated statements of financial condition.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The Company disaggregates revenue based on its business segment results and believes that the following information provides a reasonable representation of how performance obligations relate to the nature, amount, timing and uncertainty of revenue and cash flows:

	Year Ended December 31, 2018 (d)
Net Revenue:	
Financial Advisory (a)	\$1,555,526
Asset Management:	
Management Fees and Other (b)	\$1,311,286
Incentive Fees (c)	20,515
Total Asset Management	\$1,331,801

(a) Financial Advisory is comprised of M&A Advisory, Capital Advisory, Capital Raising, Restructuring, Shareholder Advisory, Sovereign Advisory, and other strategic advisory work for clients. The benefits of these advisory services are generally transferred to the Company's clients over time, and consideration for these advisory services typically includes transaction completion, transaction announcement and retainer fees. Retainer fees are generally fixed and recognized over the period in which the advisory services are performed. However, transaction announcement and transaction completion fees are variable and subject to constraints, and they are typically not recognized until there is an announcement date or a completion date, respectively, due to the uncertainty associated with those events. Therefore, in any given period, advisory fees recognized for certain transactions will relate to services performed in prior periods. The advisory fees that may be unrecognized as of the end of a reporting period, primarily comprised of fees associated with transaction announcements and transaction completions, generally remain unrecognized due to the uncertainty associated with those events.

(b) Management fees and other is primarily comprised of management services. The benefits of these management services are transferred to the Company's clients over time. Consideration for these management services generally includes management fees, which are based on assets under management and recognized over the period in which the management services are performed. The selling or distribution of fund interests is a separate performance obligation within management fees and other, and the benefits of such services are transferred to the Company's clients at the point in time that such fund interests are sold or distributed.

(c) Incentive fees is primarily comprised of management services. The benefits of these management services are transferred to the Company's clients over time. Consideration for these management services is generally variable

and includes performance or incentive fees. The fees allocated to these management services that are unrecognized as of the end of the reporting period are generally amounts that are subject to constraints due to the uncertainty associated with performance targets and clawbacks.

(d) In addition to the above, contracts with clients include trade-based commission income, which is recognized at the point in time of execution and presented within other revenue. Such income may be earned by providing trade facilitation, execution, clearance and settlement, custody, and trade administration services to clients.

With regard to the disclosure requirement for remaining performance obligations, the Company elected the practical expedients permitted in the guidance to (i) exclude contracts with a duration of one year or less; and (ii) exclude variable consideration, such as transaction completion and transaction announcement fees, that is allocated entirely to unsatisfied performance obligations. Excluded variable consideration typically relates to contracts with a duration of one year or less, and is generally constrained due to uncertainties. Therefore, when applying the practical expedients, amounts related to remaining performance obligations are not material to the Company's financial statements.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

## 5. RECEIVABLES

The Company's receivables represent fee receivables, amounts due from customers and other receivables.

Receivables are stated net of an estimated allowance for doubtful accounts, for past due amounts and for specific accounts deemed uncollectible, which may include situations where a fee is in dispute.

Activity in the allowance for doubtful accounts for the years ended December 31, 2018, 2017 and 2016 was as follows:

	Year Ended December 31,		
	2018	2017	2016
Beginning Balance	\$23,746	\$16,386	\$12,882
Bad debt expense, net of recoveries	27,164	15,419	10,055
Charge-offs, foreign currency translation and other adjustments	(10,746)	(8,059)	(6,551)
Ending Balance	\$40,164	\$23,746	\$16,386

Bad debt expense, net of recoveries is included in "operating expenses - other" on the consolidated statements of operations.

At December 31, 2018 and 2017, the Company had receivables past due or deemed uncollectible of \$42,309 and \$34,865, respectively.

Of the Company's fee receivables at December 31, 2018 and 2017, \$90,966 and \$80,536, respectively, represented interest-bearing financing receivables. Based upon our historical loss experience, the credit quality of the counterparties, and the lack of past due or uncollectible amounts, there was no allowance for doubtful accounts required at those dates related to such receivables.

The aggregate carrying amount of our non-interest bearing receivables of \$594,568 and \$491,080 at December 31, 2018 and 2017, respectively, approximates fair value.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

## 6. INVESTMENTS

The Company's investments and securities sold, not yet purchased, consist of the following at December 31, 2018 and 2017:

	December 31,	
	2018	2017
Interest-bearing deposits	\$510	\$556
Debt	202,874	6
Equities	32,261	45,257
Funds:		
Alternative investments (a)	17,752	20,993
Debt (a)	90,320	84,077
Equity (a)	175,088	199,618
Private equity	56,343	76,679
	339,503	381,367
Total investments	575,148	427,186
Less:		
Interest-bearing deposits	510	556
Investments, at fair value	\$574,638	\$426,630
Securities sold, not yet purchased, at fair value		
(included in "other liabilities")	\$3,929	\$7,338

(a) Interests in alternative investment funds, debt funds and equity funds include investments with fair values of \$9,741, \$60,081 and \$132,038, respectively, at December 31, 2018 and \$11,213, \$48,391 and \$131,893, respectively, at December 31, 2017, held in order to satisfy the Company's liability upon vesting of previously granted LFI and other similar deferred compensation arrangements. LFI represent grants by the Company to eligible employees of actual or notional interests in a number of Lazard-managed funds, subject to service-based vesting conditions (see Notes 8 and 15).

Interest-bearing deposits have original maturities of greater than three months but equal to or less than one year and are carried at cost that approximates fair value due to their short-term maturities.

Debt primarily consists of U.S. Treasury securities with original maturities of greater than three months and less than one year.

Equities primarily consist of seed investments invested in marketable equity securities of large-, mid- and small-cap domestic, international and global companies held within separately managed accounts related to our Asset Management business.

Alternative investment funds primarily consist of interests in various Lazard-managed hedge funds, funds of funds and mutual funds. Such amounts primarily consist of seed investments in funds related to our Asset Management business and amounts related to LFI discussed above.

Debt funds primarily consist of seed investments in funds related to our Asset Management business that invest in debt securities, amounts related to LFI discussed above and an investment in a Lazard-managed debt fund.

Equity funds primarily consist of seed investments in funds related to our Asset Management business that invest in equity securities, and amounts related to LFI discussed above.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Private equity investments include those owned by Lazard and those consolidated but not owned by Lazard. Private equity investments owned by Lazard are primarily comprised of investments in private equity funds. Such investments primarily include (i) Edgewater Growth Capital Partners III, L.P. (“EGCP III”), a fund primarily making equity and buyout investments in middle market companies and (ii) a fund targeting significant noncontrolling-stake investments in established private companies.

Private equity investments consolidated but not owned by Lazard relate to the economic interests that are owned by the management team and other investors in the Edgewater Funds (“Edgewater”).

During the years ended December 31, 2018, 2017 and 2016, the Company reported in “revenue-other” on its consolidated statements of operations net unrealized investment gains and losses pertaining to “equity securities and trading debt securities” still held as of the reporting date as follows:

	Year Ended December 31,		
	2018	2017	2016
Net unrealized investment gains (losses)	\$(43,009)	\$27,192	\$11,816

## 7. FAIR VALUE MEASUREMENTS

Fair Value Hierarchy of Investments and Certain Other Assets and Liabilities—Lazard categorizes its investments and certain other assets and liabilities recorded at fair value into a three-level fair value hierarchy as follows:

- Level 1. Assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that Lazard has the ability to access.
- Level 2. Assets and liabilities whose values are based on (i) quoted prices for similar assets or liabilities in an active market, or quoted prices for identical or similar assets or liabilities in non-active markets, or (ii) inputs other than quoted prices that are directly observable or derived principally from, or corroborated by, market data.
- Level 3. Assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect our own assumptions about the assumptions a market participant would use in pricing the asset or liability. Items included in Level 3 include securities or other financial assets whose trading volume and level of activity have significantly decreased when compared with normal market activity and there is no longer sufficient frequency or volume to provide pricing information on an ongoing basis.

The fair value of debt is classified as Level 1 when the fair values are based on unadjusted quoted prices in active markets.

The fair value of equities is classified as Level 1 or Level 3 as follows: marketable equity securities are classified as Level 1 and are valued based on the last trade price on the primary exchange for that security as provided by external pricing services; equity securities in private companies are generally classified as Level 3.

The fair value of investments in alternative investment funds, debt funds and equity funds is classified as Level 1 when the fair values are primarily based on the publicly reported closing price for the fund.

The fair value of securities sold, not yet purchased, is classified as Level 1 when the fair values are based on unadjusted quoted prices in active markets.

The fair value of the contingent consideration liability is classified as Level 3 and the fair value of the liability is remeasured at each reporting period. The inputs used to derive the fair value of the contingent consideration include the application of probabilities when assessing certain performance thresholds for the relevant periods. Any change in the fair value is recognized in “amortization and other acquisition-related (benefits) costs” in the

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

consolidated statement of operations. Our business acquisitions may involve the potential payment of contingent consideration upon the achievement of certain performance thresholds. The contingent consideration liability is initially recorded at fair value of the contingent payments on the acquisition date and is included in “other liabilities” on the consolidated statements of financial condition. See Note 13.

The fair value of derivatives entered into by the Company is classified as Level 2 and is based on the values of the related underlying assets, indices or reference rates as follows: the fair value of forward foreign currency exchange rate contracts is a function of the spot rate and the interest rate differential of the two currencies from the trade date to settlement date; the fair value of total return swaps is based on the change in fair value of the related underlying equity security, financial instrument or index and a specified notional holding; the fair value of interest rate swaps is based on the interest rate yield curve; and the fair value of derivative liabilities related to LFI and other similar deferred compensation arrangements is based on the value of the underlying investments, adjusted for forfeitures. See Note 8.

Investments Measured at Net Asset Value (“NAV”)—As a practical expedient, the Company uses NAV or its equivalent to measure the fair value of certain investments. NAV is primarily determined based on information provided by external fund administrators. The Company’s investments valued at NAV as a practical expedient in (i) alternative investment funds, debt funds and equity funds are redeemable in the near term, and (ii) private equity funds are not redeemable in the near term as a result of redemption restrictions.

The following tables present, as of December 31, 2018 and 2017, the classification of (i) investments and certain other assets and liabilities measured at fair value on a recurring basis within the fair value hierarchy and (ii) investments measured at NAV or its equivalent as a practical expedient:

	December 31, 2018				
	Level 1	Level 2	Level 3	NAV	Total
<b>Assets:</b>					
<b>Investments:</b>					
Debt	\$202,874	\$-	\$-	\$-	\$202,874
Equities	30,639	-	1,622	-	32,261
<b>Funds:</b>					
Alternative investments	16,863	-	-	889	17,752
Debt	90,313	-	-	7	90,320
Equity	175,054	-	-	34	175,088
Private equity	-	-	-	56,343	56,343
Derivatives	-	11,967	-	-	11,967
<b>Total</b>	<b>\$515,743</b>	<b>\$11,967</b>	<b>\$1,622</b>	<b>\$57,273</b>	<b>\$586,605</b>
<b>Liabilities:</b>					
Securities sold, not yet purchased	\$3,929	\$-	\$-	\$-	\$3,929
Contingent consideration liability	-	-	10,009	-	10,009

Edgar Filing: Lazard Ltd - Form 10-K

Derivatives	-	188,962	-	-	188,962
Total	\$3,929	\$188,962	\$10,009	\$-	\$202,900

---

96

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

	December 31, 2017				
	Level 1	Level 2	Level 3	NAV	Total
<b>Assets:</b>					
<b>Investments:</b>					
Debt	\$6	\$-	\$-	\$-	\$6
Equities	43,665	-	1,592	-	45,257
<b>Funds:</b>					
Alternative investments	17,353	-	-	3,640	20,993
Debt	84,071	-	-	6	84,077
Equity	199,565	-	-	53	199,618
Private equity	-	-	-	76,679	76,679
Derivatives	-	3,732	-	-	3,732
Total	\$344,660	\$3,732	\$1,592	\$80,378	\$430,362
<b>Liabilities:</b>					
Securities sold, not yet purchased	\$7,338	\$-	\$-	\$-	\$7,338
Contingent consideration liability	-	-	28,941	-	28,941
Derivatives	-	198,417	-	-	198,417
Total	\$7,338	\$198,417	\$28,941	\$-	\$234,696

The following tables provide a summary of changes in fair value of the Company's Level 3 assets and liabilities for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31, 2018					Ending Balance
	Net Unrealized/					
	Realized		Foreign			
	Gains/Losses		Sales/		Currency	
	Beginning	Included	Purchases/	Dispositions/	Translation	
	Balance	Earnings (a)	Acquisitions	Settlements	Adjustments	
<b>Assets:</b>						
<b>Investments:</b>						
Equities	\$1,592	\$ 61	\$ 1	\$ -	\$ (32)	) \$1,622
Total Level 3 Assets	\$1,592	\$ 61	\$ 1	\$ -	\$ (32)	) \$1,622

Liabilities:

Contingent consideration liability	\$28,941	\$ (18,932	) \$ -	\$ -	\$ -	\$ -	\$10,009
Total Level 3 Liabilities	\$28,941	\$ (18,932	) \$ -	\$ -	\$ -	\$ -	\$10,009

Year Ended December 31, 2017

Net Unrealized/

Realized

Foreign

Gains/Losses

Sales/

Currency

Beginning/Included In

Purchases/

Dispositions/

Translation

Ending

Balance

Earnings (a)

Acquisitions

Settlements

Adjustments

Balance

Assets:

Investments:

Equities	\$1,508	\$ 14	\$ 1,661	\$ (1,669	) \$ 78	\$1,592
Total Level 3 Assets	\$1,508	\$ 14	\$ 1,661	\$ (1,669	) \$ 78	\$1,592

Liabilities:

Contingent consideration liability	\$22,608	\$ 6,582	\$ -	\$ (249	) \$ -	\$28,941
Total Level 3 Liabilities	\$22,608	\$ 6,582	\$ -	\$ (249	) \$ -	\$28,941

97

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

	Year Ended December 31, 2016					Ending Balance
	Net Unrealized/		Purchases/ Acquisitions	Sales/ Dispositions/ Settlements	Foreign Currency Translation Adjustments	
	Realized	Gains/Losses				
	Beginning Balance	Included In Earnings (a)				
<b>Assets:</b>						
<b>Investments:</b>						
Equities	\$1,276	\$ 248	\$ -	\$ -	\$ (16 )	\$1,508
Total Level 3 Assets	\$1,276	\$ 248	\$ -	\$ -	\$ (16 )	\$1,508
<b>Liabilities:</b>						
Contingent consideration liability	\$-	\$ 32,725	\$ 19,950	\$ (30,067 )	\$ -	\$22,608
Total Level 3 Liabilities	\$-	\$ 32,725	\$ 19,950	\$ (30,067 )	\$ -	\$22,608

(a) Earnings recorded in “other revenue” for investments in equities for the years ended December 31, 2018, 2017 and 2016 include net unrealized gains of \$61, \$12 and \$243, respectively. Earnings recorded in “amortization and other acquisition-related (benefits) costs” for the contingent consideration liability for the years ended December 31, 2018, 2017 and 2016 include unrealized (gains) losses of \$(18,932), \$6,582 and \$2,658, respectively, and, for the year ended December 31, 2016, realized losses of \$30,067 due to the change in the fair value of contingent consideration associated with the Edgewater business acquisition.

There were no transfers between any of the Level 1, 2 and 3 categories in the fair value measurement hierarchy during the years ended December 31, 2018 and 2017.

**Financial Instruments Not Measured at Fair Value**—The tables below present the carrying value, fair value and fair value hierarchy category of certain financial instruments as of December 31, 2018 and 2017 that are not measured at fair value in the Company’s consolidated statement of financial condition, and excludes certain financial instruments such as equity method investments.

December 31, 2018

Edgar Filing: Lazard Ltd - Form 10-K

	Carrying Value	Fair Value	Fair Value Measurements Using:		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets:</b>					
Cash and cash equivalents	\$ 1,246,537	\$ 1,246,537	\$ 1,246,537	\$ -	\$ -
Deposits with banks and short-term investments	1,006,969	1,006,969	1,006,969	-	-
Cash deposited with clearing organizations and other segregated cash	38,379	38,379	38,379	-	-
Interest-bearing financing receivables	90,966	91,765	-	-	91,765
Interest-bearing deposits (included within investments)	510	510	510	-	-
<b>Financial Liabilities:</b>					
Deposits and other customer payables	\$ 1,154,207	\$ 1,154,207	\$ 1,154,207	\$ -	\$ -
Senior debt	1,434,260	1,429,280	-	1,429,280	-

98

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

	December 31, 2017				
	Carrying Value	Fair Value	Fair Value Measurements Using:		
Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Financial Assets:</b>					
Cash and cash equivalents	\$1,483,836	\$1,483,836	\$1,483,836	\$-	\$ -
Deposits with banks and short-term investments	935,431	935,431	935,431	-	-
Cash deposited with clearing organizations and other segregated cash	35,539	35,539	35,539	-	-
Interest-bearing financing receivables	80,536	82,492	-	-	82,492
Interest-bearing deposits (included within investments)	556	556	556	-	-
<b>Financial Liabilities:</b>					
Deposits and other customer payables	\$992,338	\$992,338	\$992,338	\$-	\$ -
Senior debt	1,190,383	1,230,254	-	1,230,254	-

Cash and cash equivalents are carried at either cost or amortized cost that approximates fair value due to their short-term maturities.

The carrying value of deposits with banks and short-term investments, and cash deposited with clearing organizations and other segregated cash, approximates fair value because of the relatively short period of time between their origination and expected maturity.

Fair values of interest-bearing financing receivables were generally determined by discounting both principal and interest cash flows expected to be collected, using a discount rate approximating current market interest rates for comparable financial instruments and based on unobservable inputs.

The carrying value of deposits and other customer payables and investments accounted for at amortized cost, such as interest-bearing deposits, approximate fair value due to their short-term nature.

The Company's senior debt is carried at historical amounts. The fair value of the Company's senior debt is based on market quotations.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The following tables present, at December 31, 2018 and 2017, certain investments that are valued using NAV or its equivalent as a practical expedient in determining fair value:

	December 31, 2018		Estimated Liquidation Periods						
	Fair Value	Commitments	% of		Investments Not Redeemable			Redeemable	
			Unfunded	Not Redeemable	Next 5 Years	5-10 Years	Thereafter	Frequency	Redemption Notice Period
<b>Alternative investment funds:</b>									
Hedge funds	\$299	\$ -	NA	NA	NA	NA	NA	(a)	30-60 days
Funds of funds	23	-	NA	NA	NA	NA	NA	(b)	>90 days
Other	567	-	NA	NA	NA	NA	NA	(c)	<30-30 days
Debt funds	7	-	NA	NA	NA	NA	NA	(d)	<30 days
Equity funds	34	-	NA	NA	NA	NA	NA	(e)	<30-90 days
<b>Private equity funds:</b>									
Equity growth	56,343	8,338	(f)	100 %	14 %	34 %	52 %	NA	NA
<b>Total</b>	<b>\$57,273</b>	<b>\$ 8,338</b>							

(a) monthly (100%)

(b) quarterly (100%)

(c) daily (6%) and monthly (94%)

(d) daily (100%)

(e) daily (25%), monthly (70%) and annually (5%)

(f) Unfunded commitments to private equity investments consolidated but not owned by Lazard of \$14,437 are excluded. Such commitments are required to be funded by capital contributions from noncontrolling interest holders.

December 31, 2017

Estimated Liquidation Periods

Edgar Filing: Lazard Ltd - Form 10-K

	Fair Value		Unfunded	Commitments	Redeemable	Investments Not Redeemable			Redemption Frequency	Redemption Notice Period
	% of Fair Value	%				%	%	%		
						Next 5 Years	5-10 Years	Thereafter		
<b>Alternative investment funds:</b>										
Hedge funds	\$2,517	\$-	NA	NA	NA	NA	NA	NA	(a)	<30-60 days
Funds of funds	528	-	NA	NA	NA	NA	NA	NA	(b)	<30-90 days
Other	595	-	NA	NA	NA	NA	NA	NA	(c)	<30-60 days
Debt funds	6	-	NA	NA	NA	NA	NA	NA	(d)	30 days
Equity funds	53	-	NA	NA	NA	NA	NA	NA	(e)	<30-90 days
<b>Private equity funds:</b>										
Equity growth	76,679	10,300	(f)	100 %	16 %	38 %	46 %	NA	NA	NA
<b>Total</b>	<b>\$80,378</b>	<b>\$ 10,300</b>								

(a) weekly (3%), monthly (5%) and quarterly (92%)

(b) monthly (97%) and quarterly (3%)

(c) daily (6%) and monthly (94%)

(d) daily (100%)

(e) daily (18%), monthly (50%) and quarterly (32%)

(f) Unfunded commitments to private equity investments consolidated but not owned by Lazard of \$5,902 are excluded. Such commitments are required to be funded by capital contributions from noncontrolling interest holders.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Investment Capital Funding Commitments—At December 31, 2018, the Company’s maximum unfunded commitments for capital contributions to investment funds primarily arose from commitments to EGCP III, which amounted to \$7,602. The investment period for EGCP III ended on October 12, 2016, after which point the Company’s obligation to fund capital contributions for new investments in EGCP III expired. The Company remains obligated until October 12, 2023 (or any earlier liquidation of EGCP III) to make capital contributions necessary to fund follow-on investments and to pay for fund expenses.

## 8. DERIVATIVES

The table below presents the fair value of the Company’s derivative instruments reported within “other assets” and “other liabilities” and the fair value of the Company’s derivative liabilities relating to its obligations pertaining to LFI and other similar deferred compensation arrangements reported within “accrued compensation and benefits” (see Note 15) on the accompanying consolidated statements of financial condition as of December 31, 2018 and 2017:

	December 31,	
	2018	2017
<b>Derivative Assets:</b>		
Forward foreign currency exchange rate contracts	\$1,543	\$3,314
Total return swaps and other (a)	10,424	418
	\$11,967	\$3,732
<b>Derivative Liabilities:</b>		
Forward foreign currency exchange rate contracts	\$939	\$4,846
Total return swaps and other (a)	1	11,270
LFI and other similar deferred compensation arrangements	188,022	182,301
	\$188,962	\$198,417

(a) For total return swaps, amounts represent the netting of gross derivative assets and liabilities of \$10,792 and \$369 as of December 31, 2018, respectively, and \$469 and \$11,321 as of December 31, 2017, respectively, for contracts with the same counterparty under legally enforceable master netting agreements. Such amounts are recorded “net” in “other assets”, with receivables for net cash collateral under such contracts of \$17,616 as of December 31, 2017. Net gains (losses) with respect to derivative instruments (predominantly reflected in “revenue-other”) and the Company’s derivative liabilities relating to its obligations pertaining to LFI and other similar deferred compensation arrangements (included in “compensation and benefits” expense) as reflected on the accompanying consolidated statements of operations for the years ended December 31, 2018, 2017 and 2016, were as follows:

Year Ended December 31,		
2018	2017	2016

Edgar Filing: Lazard Ltd - Form 10-K

Forward foreign currency exchange rate contracts	\$7,584	\$(9,144 )	\$(2,253 )
LFI and other similar deferred compensation arrangements	14,086	(23,526)	(3,318 )
Total return swaps and other	8,813	(15,709)	(4,636 )
Total	\$30,483	\$(48,379)	\$(10,207)

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

## 9. PROPERTY

At December 31, 2018 and 2017, property consisted of the following:

	Estimated Depreciable Life in Years	December 31,	
		2018	2017
Buildings	33	\$145,034	\$151,912
Leasehold improvements	3-20	188,956	173,102
Furniture and equipment	3-10	204,585	183,541
Construction in progress		14,141	14,573
Total		552,716	523,128
Less - Accumulated depreciation and amortization		339,770	317,827
Property		\$212,946	\$205,301

## 10. GOODWILL AND OTHER INTANGIBLE ASSETS

The components of goodwill and other intangible assets at December 31, 2018 and 2017 are presented below:

	December 31,	
	2018	2017
Goodwill	\$371,561	\$385,292
Other intangible assets (net of accumulated amortization)	3,757	6,072
	\$375,318	\$391,364

At December 31, 2018 and 2017, goodwill of \$307,020 and \$320,751, respectively, was attributable to the Company's Financial Advisory segment and, at each such respective date, \$64,541 of goodwill was attributable to the Company's Asset Management segment.

Changes in the carrying amount of goodwill for the years ended December 31, 2018, 2017 and 2016 are as follows:

	Year Ended December 31,		
	2018	2017	2016
Balance, January 1	\$385,292	\$373,117	\$320,761
Business acquisitions	-	-	54,631

Foreign currency translation adjustments	(13,731 )	12,175	(2,275 )
Balance, December 31	\$371,561	\$385,292	\$373,117

All changes in the carrying amount of goodwill for the years ended December 31, 2018, 2017 and 2016 are attributable to the Company's Financial Advisory segment.

The Company evaluates goodwill for impairment annually or more frequently if circumstances indicate that impairment may have occurred. Pursuant to the Company's goodwill impairment review for the years ended December 31, 2018, 2017 and 2016, the Company determined that no impairment existed.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The gross cost and accumulated amortization of other intangible assets as of December 31, 2018 and 2017, by major intangible asset category, are as follows:

	December 31, 2018			December 31, 2017		
	Gross Cost	Accumulated Amortization	Net	Gross Cost	Accumulated Amortization	Net
			Carrying Amount			Carrying Amount
Success/incentive fees	\$35,232	\$ 32,235	\$ 2,997	\$35,422	\$ 29,723	\$ 5,699
Management fees, customer relationships and non-compete agreements	34,474	33,714	760	33,749	33,376	373
	\$69,706	\$ 65,949	\$ 3,757	\$69,171	\$ 63,099	\$ 6,072

Amortization expense of intangible assets, included in “amortization and other acquisition-related (benefits) costs” in the consolidated statements of operations, for the years ended December 31, 2018, 2017 and 2016 was \$3,035, \$2,932 and \$2,522, respectively. Estimated future amortization expense is as follows:

	Amortization
Year Ending December 31,	Expense
2019	\$ 1,720
2020	1,699
2021	150
2022	150
2023	38
Total amortization expense	\$ 3,757

## 11. OTHER ASSETS AND OTHER LIABILITIES

The following table sets forth the Company’s other assets, by type, as of December 31, 2018 and 2017:

December 31,

Edgar Filing: Lazard Ltd - Form 10-K

	2018	2017
Current income and other tax receivables	\$35,439	\$38,804
Prepaid compensation (see Note 15)	76,362	60,355
Other advances and prepayments	66,266	56,595
Other	80,567	72,390
Total	\$258,634	\$228,144

The following table sets forth the Company's other liabilities, by type, as of December 31, 2018 and 2017:

	December 31,	
	2018	2017
Accrued expenses	\$166,112	\$155,551
Current income taxes and other taxes	130,261	123,548
Employee benefit-related liabilities	51,051	69,201
Deferred lease liabilities	84,449	85,028
Unclaimed funds at LFB	17,746	14,962
Deferred revenue (a)	80,995	45,390
Contingent consideration liability	10,009	28,941
Securities sold, not yet purchased	3,929	7,338
Other	32,434	43,629
Total	\$576,986	\$573,588

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

(a) The change in deferred revenue during the year ended December 31, 2018 principally relates to additional carried interest received from private equity investments that is subject to clawback. The revenue recognized during the current year related to the deferred revenue balance as of the beginning of the year was not material to the consolidated financial statements.

## 12. SENIOR DEBT

Senior debt is comprised of the following as of December 31, 2018 and 2017:

	Initial		Annual		Outstanding as of			December 31, 2017		
	Principal	Maturity	Interest		December 31, 2018	Unamortized	Carrying	December 31, 2017	Unamortized	Carrying
	Amount	Date	Rate(b)		Principal	Debt	Value	Principal	Debt	Value
					Principal	Costs		Principal	Costs	
Lazard Group										
2020 Senior Notes										
(a)	\$500,000	11/14/20	4.25 %		\$250,000	\$ 863	\$249,137	\$500,000	\$ 2,647	\$497,353
Lazard Group										
2025 Senior Notes										
	400,000	2/13/25	3.75 %		400,000	2,888	397,112	400,000	3,361	396,639
Lazard Group										
2027 Senior Notes										
	300,000	3/1/27	3.625 %		300,000	3,215	296,785	300,000	3,609	296,391

Notes									
(a)									
Lazard Group									
2028 Senior									
Notes									
(a)	500,000	9/19/28	4.50 %	500,000	8,774	491,226	-	-	-
Total				\$1,450,000	\$15,740	\$1,434,260	\$1,200,000	\$9,617	\$1,190,383

(a) In September 2018, Lazard Group completed an offering of \$500,000 aggregate principal amount of 4.50% senior notes due 2028 (the “2028 Notes”). Interest on the 2028 Notes is payable semi-annually on March 19 and September 19 of each year, beginning March 19, 2019. Lazard Group used a portion of the net proceeds of the 2028 Notes to redeem or otherwise retire \$250,000 aggregate principal amount of the 4.25% senior notes due 2020 (the “2020 Notes”), which, including the recognition of unamortized issuance costs, resulted in a loss on debt extinguishment of \$6,523. Such loss on debt extinguishment was recorded in “operating expenses—other” on the consolidated statement of operations for the year ended December 31, 2018.

During November 2016, Lazard Group completed an offering of \$300,000 aggregate principal amount of 3.625% senior notes due 2027 (the “2027 Notes”). Interest on the 2027 Notes is payable semi-annually on March 1 and September 1 of each year, beginning March 1, 2017. Lazard Group used a portion of the net proceeds of the 2027 Notes to redeem or otherwise retire all \$98,350 of the 6.85% senior notes due June 2017 (the “2017 Notes”), which, including the recognition of unamortized issuance costs, resulted in a loss on debt extinguishment of \$3,148. Such loss on debt extinguishment was recorded in “operating expenses—other” on the consolidated statement of operations for the year ended December 31, 2016.

(b) The effective interest rates of Lazard Group’s 2020 Notes, the 3.75% senior notes due February 13, 2025 (the “2025 Notes”), the 2027 Notes and the 2028 Notes are 4.43%, 3.87%, 3.76% and 4.68%, respectively. On September 25, 2015, Lazard Group entered into an Amended and Restated Credit Agreement for a five-year \$150,000 senior revolving credit facility with a group of lenders (the “Amended and Restated Credit Agreement”), which expires in September 2020. The Amended and Restated Credit Agreement amended and restated the previous credit agreement dated September 25, 2012. Borrowings under the Amended and Restated Credit Agreement generally will bear interest at LIBOR plus an applicable margin for specific interest periods

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

determined based on Lazard Group's highest credit rating from an internationally recognized credit agency. At December 31, 2018 and 2017, no amounts were outstanding under the Amended and Restated Credit Agreement.

The Amended and Restated Credit Agreement, the indenture and the supplemental indentures relating to Lazard Group's senior notes contain certain covenants, events of default and other customary provisions, including a customary make-whole provision in the event of early redemption, where applicable. As of December 31, 2018, the Company was in compliance with such provisions. All of the Company's senior debt obligations are unsecured.

Debt maturities relating to senior borrowings outstanding at December 31, 2018 for each of the five years in the period ending December 31, 2023 and thereafter are set forth in the table below.

Year Ending December 31,	
2019	\$-
2020	250,000
2021 - 2023	-
Thereafter	1,200,000
<b>Total</b>	<b>\$1,450,000</b>

The Company's senior debt at December 31, 2018 and 2017 is carried at historical amounts. See Note 7 for information regarding the fair value and fair value hierarchy category of the Company's senior debt.

As of December 31, 2018, the Company had approximately \$168,000 in unused lines of credit available to it, including the credit facility provided under the Amended and Restated Credit Agreement and unused lines of credit available to LFB of approximately \$17,000.

### 13. COMMITMENTS AND CONTINGENCIES

**Leases**—The Company leases office space and equipment under non-cancelable lease agreements, which expire on various dates through 2033.

Operating lease agreements, in addition to base rentals, generally are subject to escalation provisions based on certain costs incurred by the landlord. For the years ended December 31, 2018, 2017 and 2016, aggregate rental expense relating to operating leases amounted to \$84,636, \$84,632 and \$76,704, respectively, and is included in "occupancy and equipment" or "technology and information services" on the consolidated statements of operations, depending on the nature of the underlying asset. The Company also subleases office space under agreements which expire on various

dates through 2022. Sublease income from such agreements was \$7,519, \$7,659 and \$7,858 for the years ended December 31, 2018, 2017 and 2016, respectively.

Capital lease obligations recorded under sale/leaseback transactions were paid in 2017.

105

---

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

At December 31, 2018, minimum rental commitments under non-cancelable operating leases, net of sublease income, are approximately as follows:

Year Ending December 31,	
2019	\$86,839
2020	89,445
2021	83,701
2022	70,780
2023	59,973
Thereafter	488,612
<b>Total minimum rental commitments</b>	<b>879,350</b>
Less - sublease proceeds	26,941
<b>Net rental commitments</b>	<b>\$852,409</b>

In August 2018, the Company entered into a lease agreement for additional office facilities, which are currently under construction, with delivery anticipated in the third quarter of 2019. Operating lease commitments in the table above include the impact of the new lease agreement.

**Guarantees**—In the normal course of business, LFB provides indemnifications to third parties to protect them in the event of non-performance by its clients. At December 31, 2018, LFB had \$4,991 of such indemnifications and held \$4,947 of collateral/counter-guarantees to secure these commitments. The Company believes the likelihood of loss with respect to these indemnities is remote. Accordingly, no liability is recorded in the consolidated statement of financial condition.

**Business Acquisitions**—For businesses acquired in 2016, the remaining consideration consists of (i) 40,524 shares of Class A common stock subject to non-compete provisions and employment conditions, and non-contingent interests exchangeable into 202,984 shares of Class A common stock, and (ii) up to 810,742 additional shares of Class A common stock that are subject to certain performance thresholds, as well as applicable related dividend equivalent amounts. During the year ended December 31, 2018, 20,293 of the contingent shares were earned.

**Other Commitments**—The Company has various other contractual commitments arising in the ordinary course of business. In addition, from time to time, each of LFB and LFNy may enter into underwriting commitments in which it will participate as an underwriter. At December 31, 2018, LFB and LFNy had no such underwriting commitments.

See Notes 7 and 16 for information regarding commitments relating to investment capital funding commitments and obligations to fund our pension plans, respectively.

In the opinion of management, the fulfillment of the commitments described herein will not have a material adverse effect on the Company's consolidated financial position or results of operations.

Legal—The Company is involved from time to time in judicial, regulatory and arbitration proceedings and inquiries concerning matters arising in connection with the conduct of our businesses, including proceedings initiated by former employees alleging wrongful termination. The Company reviews such matters on a case-by-case basis and establishes any required accrual if a loss is probable and the amount of such loss can be reasonably estimated. The Company experiences significant variation in its revenue and earnings on a quarterly basis. Accordingly, the results of any pending matter or matters could be significant when compared to the Company's earnings in any particular fiscal quarter. The Company believes, however, based on currently available information, that the results of any pending matters, in the aggregate, will not have a material effect on its business or financial condition.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

## 14. STOCKHOLDERS' EQUITY

Share Repurchase Program—During the year ended December 31, 2018 and since 2015, the Board of Directors of Lazard authorized the repurchase of Class A common stock as set forth in the table below.

	Repurchase	
Date	Authorization	Expiration
February 2015	\$ 150,000	December 31, 2016
January 2016	\$ 200,000	December 31, 2017
April 2016	\$ 113,182	December 31, 2017
November 2016	\$ 236,000	December 31, 2018
October 2017	\$ 200,000	December 31, 2019
April 2018	\$ 300,000	December 31, 2020
October 2018	\$ 300,000	December 31, 2020

The Company expects that the share repurchase program will primarily be used to offset a portion of the shares that have been or will be issued under the Lazard Ltd 2008 Incentive Compensation Plan (the “2008 Plan”) and the Lazard Ltd 2018 Incentive Compensation Plan (the “2018 Plan”). Pursuant to the share repurchase program, purchases have been made in the open market or through privately negotiated transactions. The rate at which the Company purchases shares in connection with the share repurchase program may vary from period to period due to a variety of factors. Purchases with respect to such program are set forth in the table below:

	Number of	Average
	Shares	Price
Years Ended December 31:	Purchased	Share
2016	8,551,271	\$ 35.11
2017	6,956,097	\$ 44.10
2018	12,206,652	\$ 45.29

There were 17,574,805 and 10,747,142 shares of Class A common stock held by our subsidiaries at December 31, 2018 and 2017, respectively. Such shares of Class A common stock are reported, at cost, as “Class A common stock held by subsidiaries” on the accompanying consolidated statements of financial condition.

During 2018, 2017 and 2016, certain of our executive officers received Class A common stock in connection with the vesting or settlement of previously-granted deferred equity incentive awards. The vesting or settlement of such equity awards gave rise to a tax payable by the executive officers, and, consistent with our past practice, the Company purchased shares of Class A common stock from the executive officers equal in value to all or a portion of the estimated amount of such tax. In addition, during the years ended December 31, 2018, 2017 and 2016, the Company purchased shares of Class A common stock from certain of our executive officers. The aggregate value of all such purchases in 2018, 2017 and 2016 was approximately \$17,700, \$14,700 and \$4,900, respectively.

As of December 31, 2018, a total of \$295,512 of share repurchase authorization remained available under the Company’s share repurchase program, all of which will expire on December 31, 2020.

In addition, on February 4, 2019, the Board of Directors of Lazard authorized the repurchase of up to \$300,000 of additional shares of Class A common stock, which authorization will expire on December 31, 2020, bringing the total available share repurchase authorization as of February 4, 2019 to approximately \$510,000.

During the year ended December 31, 2018, the Company had in place trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), pursuant to which it effected stock repurchases in the open market.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Preferred Stock—Lazard Ltd has 15,000,000 authorized shares of preferred stock, par value \$0.01 per share, inclusive of its Series A and Series B preferred stock. Series A and Series B preferred shares were issued in connection with certain prior year business acquisitions and were each non-participating securities convertible into Class A common stock, and had no voting or dividend rights. As of December 31, 2018, 2017 and 2016, no shares of Series A or Series B preferred stock were outstanding.

Accumulated Other Comprehensive Income (Loss), Net of Tax—The tables below reflect the balances of each component of AOCI at December 31, 2018, 2017 and 2016 and activity during the years then ended:

				Amount	Total
	Currency	Employee		Attributable to	Lazard
	Translation	Benefit	Total	Noncontrolling	Ltd
	Adjustments	Plans	AOCI	Interests	AOCI
Balance, January 1, 2018	\$ (83,535 )	\$(148,984)	\$(232,519)	\$ (1 )	\$(232,518)
Activity:					
Other comprehensive loss before					
reclassifications	(46,602 )	(5,434 )	(52,036 )	(1 )	(52,035 )
Adjustments for items reclassified to earnings,					
net of tax	-	10,735	10,735	-	10,735
Net other comprehensive income (loss)	(46,602 )	5,301	(41,301 )	(1 )	(41,300 )
Balance, December 31, 2018	\$ (130,137 )	\$(143,683)	\$(273,820)	\$ (2 )	\$(273,818)

				Amount	Total
	Currency	Employee		Attributable to	Lazard
	Translation	Benefit	Total	Noncontrolling	Ltd
	Adjustments	Plans	AOCI	Interests	AOCI
Balance, January 1, 2017	\$ (155,204 )	\$(159,020)	\$(314,224)	\$ (2 )	\$(314,222)
Activity:					
Other comprehensive income before	71,669	2,085	73,754	1	73,753

reclassifications					
Adjustments for items reclassified to earnings,					
net of tax	-	7,951	7,951	-	7,951
Net other comprehensive income	71,669	10,036	81,705	1	81,704
Balance, December 31, 2017	\$ (83,535 )	\$ (148,984 )	\$ (232,519 )	\$ (1 )	\$ (232,518 )

	Amount				
	Currency	Employee		Attributable to	Total
	Translation	Benefit	Total	Noncontrolling	Lazard Ltd
	Adjustments	Plans	AOCI	Interests	AOCI
Balance, January 1, 2016	\$ (97,284 )	\$ (137,073 )	\$ (234,357 )	\$ (1 )	\$ (234,356 )

Activity:

Other comprehensive loss before					
reclassifications					
	(57,920 )	(24,473 )	(82,393 )	(1 )	(82,392 )
Adjustments for items reclassified to earnings,					

net of tax	-	2,526	2,526	-	2,526
Net other comprehensive loss	(57,920 )	(21,947 )	(79,867 )	(1 )	(79,866 )
Balance, December 31, 2016	\$ (155,204 )	\$ (159,020 )	\$ (314,224 )	\$ (2 )	\$ (314,222 )

108

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The table below reflects adjustments for items reclassified out of AOCI, by component, for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31,		
	2018	2017	2016
Amortization relating to employee benefit plans (a)	\$13,070	\$10,171	\$4,283
Less - related income taxes	2,335	2,220	1,757
Total reclassifications, net of tax	\$10,735	\$7,951	\$2,526

(a) Included in the computation of net periodic benefit cost (see Note 16). Such amounts are included in “operating expenses –other” on the consolidated statements of operations.

Noncontrolling Interests—Noncontrolling interests principally represent interests held in Edgewater’s management vehicles that the Company is deemed to control, but does not own.

The tables below summarize net income attributable to noncontrolling interests for the years ended December 31, 2018, 2017 and 2016 and noncontrolling interests as of December 31, 2018 and 2017, in the Company’s consolidated financial statements:

	Net Income		
	Attributable to Noncontrolling Interests		
	Year Ended December 31,		
	2018	2017	2016
Edgewater	\$5,320	\$6,259	\$5,992
Other	4	5	2
Total	\$5,324	\$6,264	\$5,994

Noncontrolling  
Interests

as of December  
31,

	2018	2017
Edgewater	\$52,695	\$58,568
Other	547	534
Total	\$53,242	\$59,102

Dividends Declared, February 4, 2019—On February 4, 2019, the Board of Directors of Lazard declared dividends totaling \$0.94 per share, comprised of a quarterly dividend of \$0.44 per share, and an extra cash dividend of \$0.50 per share, on our Class A common stock. The dividends are payable on March 1, 2019, to stockholders of record on February 15, 2019.

## 15. INCENTIVE PLANS

### Share-Based Incentive Plan Awards

A description of Lazard Ltd’s 2018 Plan, 2008 Plan and 2005 Equity Incentive Plan (the “2005 Plan”) and activity with respect thereto during the years ended December 31, 2018, 2017 and 2016 is presented below.

#### Shares Available Under the 2018 Plan, 2008 Plan and 2005 Plan

The 2018 Plan became effective on April 24, 2018 and replaced the 2008 Plan, which was terminated on April 24, 2018. The 2018 Plan authorizes the issuance of up to 30,000,000 shares of Class A common stock pursuant to the grant or exercise of stock options, stock appreciation rights, restricted stock units (“RSUs”), performance-based restricted stock units (“PRSUs”) and other share-based awards.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The 2008 Plan authorized the issuance of shares of Class A common stock pursuant to the grant or exercise of stock options, stock appreciation rights, RSUs, PRSUs and other share-based awards. Under the 2008 Plan, the maximum number of shares available was based on a formula that limited the aggregate number of shares that could, at any time, be subject to awards that were considered “outstanding” under the 2008 Plan to 30% of the then-outstanding shares of Class A common stock. The 2008 Plan was terminated on April 24, 2018, and no additional awards have been or will be granted under the 2008 Plan after its termination, although outstanding awards granted under the 2008 Plan before its termination continue to be subject to its terms.

The 2005 Plan authorized the issuance of up to 25,000,000 shares of Class A common stock pursuant to the grant or exercise of stock options, stock appreciation rights, RSUs and other share-based awards. The 2005 Plan expired in the second quarter of 2015, although outstanding deferred stock unit (“DSU”) awards granted under the 2005 Plan before its expiration continue to be subject to its terms.

The following reflects the amortization expense recorded with respect to share-based incentive plans within “compensation and benefits” expense (with respect to RSUs, PRSUs and restricted stock awards) and “professional services” expense (with respect to DSUs) within the Company’s accompanying consolidated statements of operations:

	Year Ended December 31,		
	2018	2017	2016
Share-based incentive awards:			
RSUs	\$193,924	\$190,821	\$171,188
PRSUs	34,114	40,767	43,018
Restricted Stock	37,261	39,369	45,536
DSUs	2,274	2,008	1,720
Total	\$267,573	\$272,965	\$261,462

The ultimate amount of compensation and benefits expense relating to share-based awards is dependent upon the actual number of shares of Class A common stock that vest. The Company periodically assesses the forfeiture rates used for such estimates, including as a result of any applicable performance conditions. A change in estimated forfeiture rates or performance results in a cumulative adjustment to compensation and benefits expense and also would cause the aggregate amount of compensation expense recognized in future periods to differ from the estimated unrecognized compensation expense described below.

For purposes of calculating diluted net income per share, RSUs, DSUs and restricted stock awards are included in the diluted weighted average shares of Class A common stock outstanding using the “treasury stock” method. PRSUs are included in the diluted weighted average shares of Class A common stock outstanding to the extent the performance conditions are met at the end of the reporting period, also using the “treasury stock” method.

The Company’s share-based incentive plans and awards are described below.

RSUs and DSUs

RSUs generally require future service as a condition for the delivery of the underlying shares of Class A common stock (unless the recipient is then eligible for retirement under the Company's retirement policy) and convert into shares of Class A common stock on a one-for-one basis after the stipulated vesting periods. PRSUs, which are RSUs that are also subject to service-based vesting conditions, have additional performance conditions, and are described below. The grant date fair value of the RSUs, net of an estimated forfeiture rate, is amortized over the vesting periods or requisite service periods (generally one-third after two years, and the remaining two-thirds after the third year), and is adjusted for actual forfeitures over such period.

RSUs generally include a dividend participation right that provides that during vesting periods each RSU is attributed additional RSUs (or fractions thereof) equivalent to any dividends paid on Class A common stock during

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

such period. During the years ended December 31, 2018, 2017 and 2016, issuances of RSUs pertaining to such dividend participation rights and respective charges to “retained earnings”, net of estimated forfeitures (with corresponding credits to “additional paid-in-capital”), consisted of the following:

	Year Ended December 31,		
	2018	2017	2016
Number of RSUs issued	888,472	985,584	1,085,354
Charges to retained earnings, net of estimated forfeitures	\$44,255	\$41,746	\$37,284

Non-executive members of the Board of Directors (“Non-Executive Directors”) receive approximately 55% of their annual compensation for service on the Board of Directors and its committees in the form of DSUs, which resulted in 30,463, 31,280 and 38,771 DSUs granted during the years ended December 31, 2018, 2017 and 2016, respectively. Their remaining compensation is payable in cash, which they may elect to receive in the form of additional DSUs under the Directors’ Fee Deferral Unit Plan described below. DSUs are convertible into shares of Class A common stock at the time of cessation of service to the Board of Directors and, for purposes of calculating diluted net income per share, are included in the diluted weighted average shares of Class A common stock outstanding using the “treasury stock” method. DSUs include a cash dividend participation right equivalent to dividends paid on Class A common stock.

The Company’s Directors’ Fee Deferral Unit Plan permits the Non-Executive Directors to elect to receive additional DSUs in lieu of some or all of their cash fees. The number of DSUs granted to a Non-Executive Director pursuant to this election will equal the value of cash fees that the applicable Non-Executive Director has elected to forego pursuant to such election, divided by the market value of a share of Class A common stock on the date immediately preceding the date of the grant. During the years ended December 31, 2018, 2017 and 2016, 14,661, 13,882 and 10,043 DSUs, respectively, had been granted pursuant to such Plan.

DSU awards are expensed at their fair value on their date of grant, inclusive of amounts related to the Directors’ Fee Deferral Unit Plan.

The following is a summary of activity relating to RSUs and DSUs during the three-year period ended December 31, 2018:

RSUs		DSUs	
Units	Weighted	Units	Weighted

Edgar Filing: Lazard Ltd - Form 10-K

		Average		Average
		Grant		Grant
		Date		Date
		Fair		Fair
		Value		Value
Balance, January 1, 2016	9,599,658	\$ 44.06	312,670	\$ 35.98
Granted (including 1,085,354 RSUs relating to				
dividend participation)	6,878,306	\$ 34.86	48,814	\$ 35.23
Forfeited	(239,432 )	\$ 39.53	-	-
Settled	(4,540,394 )	\$ 39.16	(84,759 )	\$ 35.30
Balance, December 31, 2016	11,698,138	\$ 40.65	276,725	\$ 36.05
Granted (including 985,584 RSUs relating to				
dividend participation)	5,437,591	\$ 43.03	45,162	\$ 44.46
Forfeited	(217,720 )	\$ 40.20	-	-
Settled	(3,998,163 )	\$ 45.26	(43,465 )	\$ 35.77
Balance, December 31, 2017	12,919,846	\$ 40.23	278,422	\$ 37.46
Granted (including 888,472 RSUs relating to				
dividend participation)	4,245,554	\$ 53.44	45,124	\$ 50.40
Forfeited	(144,655 )	\$ 44.98	-	-
Settled	(5,658,439 )	\$ 42.89	-	\$ -
Balance, December 31, 2018	11,362,306	\$ 43.78	323,546	\$ 39.27

111

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

In connection with RSUs that settled during the years ended December 31, 2018, 2017 and 2016, the Company satisfied its minimum statutory tax withholding requirements in lieu of delivering 1,651,129, 1,290,601 and 1,421,396 shares of Class A common stock during such respective years. Accordingly, 4,007,310, 2,707,562 and 3,118,998 shares of Class A common stock held by the Company were delivered during the years ended December 31, 2018, 2017 and 2016, respectively.

As of December 31, 2018, estimated unrecognized RSU compensation expense was approximately \$129,837, with such expense expected to be recognized over a weighted average period of approximately 0.8 years subsequent to December 31, 2018.

## Restricted Stock

The following is a summary of activity related to shares of restricted Class A common stock associated with compensation arrangements during the three-year period ended December 31, 2018:

	Restricted	Weighted Average Grant Date Fair Value
	Shares	
Balance, January 1, 2016	713,738	\$ 47.12
Granted	1,795,258	\$ 36.76
Forfeited	(34,051 )	\$ 40.48
Settled	(819,872 )	\$ 37.16
Balance, December 31, 2016	1,655,073	\$ 40.95
Granted	841,355	\$ 42.58
Forfeited	(66,592 )	\$ 40.80
Settled	(491,676 )	\$ 45.35
Balance, December 31, 2017	1,938,160	\$ 40.54
Granted	529,987	\$ 54.45
Forfeited	(35,968 )	\$ 45.99
Settled	(891,121 )	\$ 44.06
Balance, December 31, 2018	1,541,058	\$ 43.16

In connection with shares of restricted Class A common stock that settled during the years ended December 31, 2018, 2017 and 2016, the Company satisfied its minimum statutory tax withholding requirements in lieu of delivering 300,272, 150,470 and 141,026 shares of Class A common stock during such respective years. Accordingly, 590,849, 341,206 and 678,846 shares of Class A common stock held by the Company were delivered during the years ended December 31, 2018, 2017 and 2016, respectively.

The restricted stock awards include a cash dividend participation right equivalent to dividends paid on Class A common stock during the period, which will vest concurrently with the underlying restricted stock award. At December 31, 2018, estimated unrecognized restricted stock expense was approximately \$17,849, with such expense to be recognized over a weighted average period of approximately 0.7 years subsequent to December 31, 2018.

#### PRSU

PRSUs are RSUs that are subject to both performance-based and service-based vesting conditions. The number of shares of Class A common stock that a recipient will receive upon vesting of a PRSU will be calculated by reference to certain performance metrics that relate to the Company's performance over a three-year period. The target number of shares of Class A common stock subject to each PRSU is one; however, based on the achievement of the performance criteria, the number of shares of Class A common stock that may be received in connection with each PRSU generally can range from zero to two times the target number. PRSUs will vest on a single date

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

approximately three years following the date of the grant, provided the applicable service and performance conditions are satisfied. In addition, the performance metrics applicable to each PRSU will be evaluated on an annual basis at the end of each fiscal year during the performance period and, if the Company has achieved a threshold level of performance with respect to the fiscal year, 25% of the target number of shares of Class A common stock subject to each PRSU will no longer be at risk of forfeiture based on the achievement of performance criteria. PRSUs include dividend participation rights that provide that during vesting periods the target number of PRSUs (or, following the relevant performance period, the actual number of shares of Class A common stock that are no longer subject to performance conditions) receive dividend equivalents at the same rate that dividends are paid on Class A common stock during such periods. These dividend equivalents are credited as RSUs that are not subject to the performance-based vesting criteria but are otherwise subject to the same restrictions as the underlying PRSUs to which they relate.

The following is a summary of activity relating to PRSUs during the three-year period ended December 31, 2018:

		Weighted Average Grant Date Fair Value
	PRSUs	
Balance, January 1, 2016	1,019,038	\$ 44.49
Granted (a)	627,956	\$ 32.91
Performance units earned (b)	360,783	\$ 41.20
Settled	(417,021 )	\$ 38.43
Balance, December 31, 2016	1,590,756	\$ 40.76
Granted (a)	458,113	\$ 43.76
Performance units earned (b)	368,389	\$ 47.74
Settled	(825,565 )	\$ 42.27
Balance, December 31, 2017	1,591,693	\$ 42.46
Granted (a)	399,869	\$ 56.80
Performance units earned (b)	627,956	\$ 27.56
Settled	(847,723 )	\$ 46.13
Balance, December 31, 2018	1,771,795	\$ 38.66

(a) Represents PRSU awards granted during the relevant year at the target payout level.

(b) Represents shares of Class A common stock earned during the fiscal year under the performance criteria of previously-granted PRSU awards in excess of the target payout level of such awards.

In connection with certain PRSUs that settled during the years ended December 31, 2018, 2017 and 2016, the Company satisfied its minimum statutory tax withholding requirements in lieu of delivering 91,962, 127,530 and 64,169 shares of Class A common stock during such respective years. Accordingly, 755,761, 698,035 and 352,852 shares of Class A common stock held by the Company were delivered during the years ended December 31, 2018, 2017 and 2016, respectively.

Compensation expense recognized for PRSU awards is determined by multiplying the number of shares of Class A common stock underlying such awards that, based on the Company's estimate, are considered probable of vesting, by the grant date fair value. As of December 31, 2018, the total estimated unrecognized compensation expense was approximately \$6,498, and the Company expects to amortize such expense over a weighted-average period of approximately 0.9 years subsequent to December 31, 2018.

#### LFI and Other Similar Deferred Compensation Arrangements

Commencing in February 2011, the Company granted LFI to eligible employees. In connection with LFI and other similar deferred compensation arrangements, which generally require future service as a condition for vesting,

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

the Company recorded a prepaid compensation asset and a corresponding compensation liability on the grant date based upon the fair value of the award. The prepaid asset is amortized on a straight-line basis over the applicable vesting periods or requisite service periods (which are generally similar to the comparable periods for RSUs), and is charged to “compensation and benefits” expense within the Company’s consolidated statement of operations. LFI and similar deferred compensation arrangements that do not require future service are expensed immediately. The related compensation liability is accounted for at fair value as a derivative liability, which contemplates the impact of estimated forfeitures, and is adjusted for changes in fair value primarily related to changes in value of the underlying investments.

The following is a summary of activity relating to LFI and other similar deferred compensation arrangements during the years ended December 31, 2018 and 2017:

	Prepaid	
	Compensation	Compensation
	Asset	Liability
Balance, January 1, 2018	\$ 60,355	\$ 182,301
Granted	104,740	104,740
Settled	-	(86,318 )
Forfeited	(1,391 )	(2,682 )
Amortization	(85,679 )	-
Change in fair value related to:		
Decrease in fair value of underlying		
investments	-	(14,086 )
Adjustment for estimated forfeitures	-	5,842
Other	(1,663 )	(1,775 )
Balance, December 31, 2018	\$ 76,362	\$ 188,022

	Prepaid	
	Compensation	Compensation
	Asset	Liability
Balance, January 1, 2017	\$ 49,650	\$ 170,388
Granted	77,580	77,580
Settled	-	(96,025 )

Edgar Filing: Lazard Ltd - Form 10-K

Forfeited	(992 )	(1,819 )
Amortization	(67,575 )	-
Change in fair value related to:		
Increase in fair value of underlying		
investments	-	23,526
Adjustment for estimated forfeitures	-	6,634
Other	1,692	2,017
Balance, December 31, 2017	\$ 60,355	\$ 182,301

The amortization of the prepaid compensation asset will generally be recognized over a weighted average period of approximately 0.9 years subsequent to December 31, 2018.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The following is a summary of the impact of LFI and other similar deferred compensation arrangements on “compensation and benefits” expense within the accompanying consolidated statements of operations for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31,		
	2018	2017	2016
Amortization, net of forfeitures	\$90,230	\$73,382	\$75,573
Change in the fair value of underlying investments	(14,086)	23,526	3,318
Total	\$76,144	\$96,908	\$78,891

## Incentive Awards Granted In February 2019

On February 4, 2019, the Company, including Lazard Group, amended and restated the Operating Agreement of Lazard Group in order to establish a new long-term incentive compensation program consisting of profits interest participation rights (“PIPRs”), which are equity incentive awards that, subject to certain conditions, may be exchanged for shares of the Company’s Class A common stock pursuant to the 2018 Plan.

In February 2019, the Company granted approximately \$378,000 of deferred incentive compensation awards to eligible employees. These grants included: RSUs or shares of restricted Class A common stock; PIPRs, including PIPRs that are subject to additional performance conditions; LFI awards; deferred cash awards; and a portion of certain fund managers’ year-end incentive compensation that is reinvested in certain funds managed by the Company’s Asset Management business.

The RSUs, restricted Class A common stock and LFI granted generally provide for one-third vesting on the second anniversary of the grant date and the remaining two-thirds vesting on the third anniversary of the grant date, so long as applicable conditions have been satisfied. The PIPRs granted generally provide for vesting on the third anniversary of the grant date, so long as applicable conditions have been satisfied. Compensation expense with respect to such incentive awards will generally be recognized over the applicable service period.

## 16. EMPLOYEE BENEFIT PLANS

The Company provides retirement and other post-retirement benefits to certain of its employees through defined benefit pension plans (the “pension plans”) and, until December 2016, in the U.S., a partially funded contributory medical post-retirement plan covering certain qualifying U.S. employees. The Company also offers defined

contribution plans to its employees. The pension plans generally provide benefits to participants based on average levels of compensation. Expenses related to the Company's employee benefit plans are included in "compensation and benefits" expense for the service cost component, and "operating expenses-other" for the other components of benefit costs on the consolidated statements of operations (See Note 3).

Medical Plan—The medical plan was previously amended such that effective January 1, 2005 the plan limited post-retirement medical coverage to then former and current employees of the Company that were hired prior to January 1, 2005 and attained the age of 55 on or prior to December 31, 2005, and their dependents. Effective December 31, 2016, the Company ceased offering the medical plan.

In October 2016, the Company paid participants in the medical plan \$2,936 in the aggregate to settle in full the Company's obligations under the medical plan. The settlement of such obligations resulted in the recognition of a gain of \$1,788 that is recorded as a reduction to compensation and benefits expense in the consolidated statements of operations for the year ended December 31, 2016.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Employer Contributions to Pension Plans—The Company’s funding policy for its U.S. and non-U.S. pension plans is to fund when required or when applicable upon an agreement with the plans’ trustees. Management also evaluates from time to time whether to make voluntary contributions to the plans.

The Company does not expect to make a contribution to the U.S. pension plan during the year ending December 31, 2019. The Company expects to contribute approximately \$4,000 to the other non-U.S. pension plans during the year ending December 31, 2019.

The following table summarizes the changes in the benefit obligations, the fair value of the assets, the funded status and amounts recognized in the consolidated statements of financial condition for the post-retirement plans. The Company uses December 31 as the measurement date for its post-retirement plans.

	Pension Plans	
	2018	2017
Change in benefit obligation		
Benefit obligation at beginning of year	\$763,831	\$718,821
Service cost	884	1,413
Interest cost	15,569	16,240
Amendments	3,196	-
Actuarial (gain) loss	(27,623 )	2,702
Benefits paid	(64,747 )	(44,589 )
Foreign currency translation and other adjustments	(36,095 )	69,244
Benefit obligation at end of year	655,015	763,831
Change in plan assets		
Fair value of plan assets at beginning of year	728,281	646,119
Actual return on plan assets	(10,608 )	43,624
Employer contributions	22,153	16,844
Benefits paid	(62,056 )	(42,022 )
Foreign currency translation and other adjustments	(34,933 )	63,716
Fair value of plan assets at end of year	642,837	728,281
Funded (deficit) at end of year	\$(12,178 )	\$(35,550 )
Amounts recognized in the consolidated statements		
of financial condition at December 31, 2018 and		
2017 consist of:		
Prepaid pension asset (included in “other assets”)	\$19,573	\$16,189
Accrued benefit liability (included in “other	(31,751 )	(51,739 )

liabilities”)

Net amount recognized	\$(12,178 )	\$(35,550 )
-----------------------	-------------	-------------

Amounts recognized in AOCI (excluding tax

benefits of \$33,231 and \$35,154 at December 31,

2018 and 2017, respectively) consist of:

Actuarial net loss (gain)	\$173,732	\$184,135
Prior service cost (credit)	3,178	-
Net amount recognized	\$176,910	\$184,135

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The following table summarizes the fair value of plan assets, the accumulated benefit obligation and the projected benefit obligation at December 31, 2018 and 2017:

	U.S. Pension Plans		Non-U.S. Pension Plans		Total	
	As Of December 31, 2018	As Of December 31, 2017	As Of December 31, 2018	As Of December 31, 2017	As Of December 31, 2018	As Of December 31, 2017
Fair value of plan assets	\$ 20,813	\$ 24,644	\$ 622,024	\$ 703,637	\$ 642,837	\$ 728,281
Accumulated benefit obligation	\$ 28,869	\$ 35,376	\$ 626,146	\$ 728,455	\$ 655,015	\$ 763,831
Projected benefit obligation	\$ 28,869	\$ 35,376	\$ 626,146	\$ 728,455	\$ 655,015	\$ 763,831

The following table summarizes the components of net periodic benefit cost (credit), the return on the Company's post-retirement plan assets, benefits paid, contributions and other amounts recognized in AOCI for the years ended December 31, 2018, 2017 and 2016:

	Pension Plans			Medical Plan		
	For The Year Ended			For The Year Ended		
	December 31, 2018	2017	2016	December 31, 2018	2017	2016
<b>Components of Net Periodic Benefit Cost</b>						
<b>(Credit):</b>						
Service cost	\$884	\$1,413	\$1,235	\$-	\$-	\$11
Interest cost	15,569	16,240	19,871	-	-	167
Expected return on plan assets	(29,622)	(25,300)	(27,337)	-	-	-
<b>Amortization of:</b>						
Prior service cost	18	30	2,369	-	-	-
Net actuarial loss (gain)	11,840	10,141	3,888	-	-	(185)
Settlement loss (gain)	1,212	807	-	-	-	(1,788)
Net periodic benefit cost (credit)	\$(99)	\$3,331	\$26	\$-	\$-	\$(1,795)
<b>Other components of net periodic benefit cost (credit):</b>						
Actual return on plan assets	\$(10,608)	\$43,624	\$119,287	-	-	-
Employer contributions	\$22,153	\$16,844	\$11,343	\$-	\$-	\$3,289
Benefits paid	\$62,056	\$42,022	\$29,384	\$-	\$-	\$3,289
Other changes in plan assets and benefit	-	-	-	-	-	-

obligations recognized in AOCI (excluding						
tax expense (benefit) of \$1,923, \$(1,287)						
and \$(3,448) during the years ended						
December 31, 2018, 2017 and 2016,						
respectively):						
Net actuarial (gain) loss	\$11,073	\$(17,357)	\$51,626	\$-	\$-	\$(1,638)
Prior service cost (credit)	3,196	-	-	-	-	-
Reclassification of prior service (cost)						
credit to earnings	(18 )	(30 )	(2,369 )	-	-	-
Reclassification of actuarial gain (loss)						
to earnings	(13,052)	(10,141)	(3,888 )	-	-	1,973
Currency translation and other						
adjustments	(8,424 )	18,778	(20,309 )	-	-	-
Total recognized in AOCI	\$(7,225 )	\$(8,750 )	\$25,060	\$-	\$-	\$335
Net amount recognized in total periodic						
benefit cost and AOCI	\$(7,324 )	\$(5,419 )	\$25,086	\$-	\$-	\$(1,460)

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The amounts in AOCI on the consolidated statement of financial condition as of December 31, 2018 that are expected to be recognized as components of net periodic benefit cost (credit) for the year ending December 31, 2019 are as follows:

	Pension
	Plans
Net actuarial loss	\$ 5,031
Prior service cost	\$ 110

The assumptions used to develop actuarial present value of the projected benefit obligation and net periodic pension cost as of or for the years ended December 31, 2018, 2017 and 2016 are set forth below:

	Pension Plans			Medical Plan		
	December 31,			December 31,		
	2018	2017	2016	2018	2017	2016
Weighted average assumptions used to determine benefit obligations:						
Discount rate	2.6%	2.3 %	2.5 %	-	-	-
Weighted average assumptions used to determine net periodic benefit cost:						
Discount rate	2.4%	2.2 %	1.9 %	-	-	3.9 %
Expected long-term rate of return on plan assets	4.4%	3.8 %	4.6 %	-	-	-
Healthcare cost trend rates used to determine net periodic benefit cost:						
Initial	-	-	-	-	-	6.5 %
Ultimate	-	-	-	-	-	5.0 %
Year ultimate trend rate achieved	-	-	-	-	-	2019

Generally, the Company determined the discount rates for its defined benefit plans by utilizing indices for long-term, high-quality bonds and ensuring that the discount rate does not exceed the yield reported for those indices after adjustment for the duration of the plans' liabilities.

In selecting the expected long-term rate of return on plan assets, the Company considered the average rate of earnings expected on the funds invested or to be invested to provide for the benefits of the plan, giving consideration to expected returns on different asset classes held by the plans in light of prevailing economic conditions as well as historical returns. This basis is consistent for all years presented.

Expected Benefit Payments—The following table summarizes the expected benefit payments for the Company's pension plans for each of the next five fiscal years and in the aggregate for the five fiscal years thereafter:

	Pension Plans
2019	\$24,782
2020	24,570
2021	27,051
2022	28,053
2023	28,787
2024-2028	152,854

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Plan Assets—The following tables present the categorization of our pension plans' assets as of December 31, 2018 and 2017, measured at fair value, into a fair value hierarchy and investments measured at NAV or its equivalent as a practical expedient in accordance with fair value measurement disclosure requirements:

	As of December 31, 2018				Total
	Level 1	Level 2	Level 3	NAV (a)	
<b>Assets:</b>					
Cash	\$6,619	\$-	\$ -	\$-	\$6,619
Debt	81,533	-	-	-	81,533
Equities	27,585	-	-	-	27,585
<b>Funds:</b>					
Alternative investments	-	-	-	29,975	29,975
Debt	10,593	-	-	322,739	333,332
Equity	151,199	5,572	-	6,031	162,802
Derivative	-	991	-	-	991
Total	\$277,529	\$6,563	\$ -	\$358,745	\$642,837

	As of December 31, 2017				Total
	Level 1	Level 2	Level 3	NAV (a)	
<b>Assets:</b>					
Cash	\$11,544	\$-	\$ -	\$-	\$11,544
Debt	73,728	-	-	-	73,728
Equities	36,854	-	-	-	36,854
<b>Funds:</b>					
Alternative investments	-	-	-	25,938	25,938
Debt	11,002	-	-	363,915	374,917
Equity	192,875	3,746	-	8,015	204,636
Derivative	-	664	-	-	664
Total	\$326,003	\$4,410	\$ -	\$397,868	\$728,281

(a) Represents certain investments measured at NAV or its equivalent as a practical expedient in determining fair value. In accordance with current accounting guidance, these investments have not been classified in the fair value hierarchy.

Included in equity funds are \$87,129 and \$102,455 as of December 31, 2018 and 2017, respectively, that are invested in funds managed by the Company.

Consistent with the plans' investment strategies, at December 31, 2018 and 2017, the Company's U.S. pension plan had 49% and 55%, respectively, of the plans' assets invested in equity funds in Level 1 and measured at NAV or its equivalent as a practical expedient and 51% and 45%, respectively, invested in Level 1 debt funds. The Company's non-U.S. pension plans at December 31, 2018 and 2017 had 29% and 32%, respectively, of the plans' assets invested in equities and equity funds that are primarily Level 1 assets; 65% and 62%, respectively, of the plans' assets invested in debt and debt funds that are Level 1 assets or measured at NAV or its equivalent as a practical expedient, and 6% and 6%, respectively, of the plans' assets invested in cash, which is a Level 1 asset, or in alternative investment funds that are primarily measured at NAV.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

**Investment Policies and Strategies**—The primary investment goal is to ensure that the pension plans remain well funded, taking account of the likely future risks to investment returns and contributions. As a result, a portfolio of assets is maintained with appropriate liquidity and diversification that can be expected to generate long-term future returns that minimize the long-term costs of the pension plans without exposing the plans to an unacceptable risk of under-funding. The Company’s likely future ability to pay such contributions as are required to maintain the funded status of the plans over a reasonable time period is considered when determining the level of risk that is appropriate. The fair value of plan investments classified as Level 1 assets are based on market quotes. The fair value of plan investments measured at NAV or its equivalent as a practical expedient is determined based on information provided by external fund administrators and such investments are redeemable in the near term.

**Defined Contribution Plans**—Pursuant to certain matching contributions, the Company contributes to employer sponsored defined contribution plans. Such contributions amounted to \$15,872, \$15,065 and \$14,454 for the years ended December 31, 2018, 2017 and 2016, respectively, which are included in “compensation and benefits” expense on the consolidated statements of operations.

## 17. INCOME TAXES

Lazard Ltd, through its subsidiaries, is subject to U.S. federal income taxes on all of its U.S. operating income, as well as on the portion of non-U.S. income attributable to its U.S. subsidiaries. In addition, Lazard Ltd, through its subsidiaries, is subject to state and local taxes on its income apportioned to various state and local jurisdictions. Outside the U.S., Lazard Group operates principally through subsidiary corporations that are subject to local income taxes in foreign jurisdictions. Lazard Group is also subject to Unincorporated Business Tax (“UBT”) attributable to its operations apportioned to New York City.

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was enacted. The Tax Act significantly revised the U.S. corporate income tax system by, among other changes, lowering the corporate income tax rate from 35% to 21%, implementing a partial territorial tax system and imposing a one-time repatriation tax on the deemed repatriated earnings of foreign subsidiaries. The Tax Act also included several provisions that limited the benefit of the tax rate reduction, such as restricting the deductibility of interest expense and other corporate business expenses. The Tax Act further included anti-base erosion provisions such as the base erosion and anti-abuse tax and tax on global intangible low-taxed income.

As a result of the reduction of the U.S. federal corporate tax rate to 21%, the Company was required to remeasure its deferred tax assets and liabilities at the new federal income tax rate of 21% based on the balances that existed on the date of the enactment of the Tax Act. The lower corporate tax rate resulted in a reduction of our net deferred tax assets by approximately \$420,000 in the year ended December 31, 2017. See also Note 19 for the impact of the Tax Act on the tax receivable agreement obligation.

The Tax Act also required companies to pay a one-time repatriation tax on previously unremitted earnings of certain non-U.S. corporate subsidiaries. Most of the Company's operations outside the U.S. are conducted in "pass-through" entities for U.S. income tax purposes, and, as a result, the deemed repatriation transition tax did not apply to these pass-through entities or their earnings. The Company instead provides for U.S. income taxes on a current basis for those earnings. The Company also conducts operations outside the U.S. through foreign corporate subsidiaries, and the Company recorded a provisional amount of deferred tax expense in the year ended December 31, 2017 related to the one-time repatriation tax on the foreign earnings of those corporate subsidiaries.

In accordance with the guidance provided by Staff Accounting Bulletin No. 118, the Company recognized the provisional tax impact related to the one-time deemed repatriation tax on certain foreign earnings and the remeasurement of our deferred tax assets in the year ended December 31, 2017. In 2018, we finalized our analysis of the provisional items, including the one-time repatriation tax, and adjustments to previously recorded provisional amounts related to the Tax Act were not material to the Company's consolidated financial statements.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

On January 1, 2017, the Company adopted new accounting guidance on share-based incentive compensation. As a result of the adoption of this new guidance, the Company recognized excess tax benefits of approximately \$33,000 and \$9,000 from the vesting of share-based incentive compensation in the provision for income taxes in the consolidated statements of operations for the years ended December 31, 2018 and 2017, respectively. The Company also recorded deferred tax assets of \$81,544, net of a valuation allowance of \$12,090, as of January 1, 2017, for previously unrecognized excess tax benefits (including tax benefits from dividends or dividend equivalents) on share-based incentive compensation, with an offsetting adjustment to retained earnings.

The components of the Company's provision for income taxes for the years ended December 31, 2018, 2017 and 2016, and a reconciliation of the U.S. federal statutory income tax rate to the Company's effective tax rates for such years, are shown below.

	Year Ended December 31,		
	2018	2017	2016
<b>Current:</b>			
Federal	\$2,507	\$349	\$1,766
Foreign	95,279	64,119	54,253
State and local	5,145	(32 )	4,090
Total current	102,931	64,436	60,109
<b>Deferred:</b>			
Federal	49,604	480,085	50,602
Foreign	(12,632 )	12,928	1,354
State and local	8,414	8,150	11,704
Total deferred	45,386	501,163	63,660
<b>Total</b>	<b>\$148,317</b>	<b>\$565,599</b>	<b>\$123,769</b>

	Year Ended December 31,		
	2018	2017	2016
U.S. federal statutory income tax rate	21.0%	35.0%	35.0%
U.S. tax reform	1.0	43.4	-
Foreign source income not subject to U.S.			
income tax	(2.2)	(4.2 )	(9.3 )
Change in U.S. federal valuation allowance	2.1	(3.4 )	(3.6 )
Share-based incentive compensation	(5.0)	(4.0)	-
Foreign taxes	5.7	1.8	0.5
Foreign tax credits	(4.3)	(2.0)	(0.6)

Edgar Filing: Lazard Ltd - Form 10-K

State and local taxes	2.0	2.4	3.0
Income of non-controlling interests	(0.1 )	(0.3 )	(0.3 )
Other	1.6	(0.2 )	(0.8 )
Effective income tax rate	21.8%	68.5%	23.9%

See Note 21 regarding “operating income (loss)” by geographic region.

121

---

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Deferred income taxes are provided for the effects of temporary differences between the tax basis of an asset or liability and its reported amount in the consolidated statements of financial condition. These temporary differences result in taxable or deductible amounts in future years. Details of the Company's deferred tax assets and liabilities are as follows:

	December 31,	
	2018	2017
<b>Deferred Tax Assets:</b>		
Basis adjustments (a)	\$288,764	\$339,133
Compensation and benefits	159,799	175,456
Net operating loss and tax credit carryforwards	249,509	239,959
Depreciation and amortization	1,764	1,537
Other	35,801	34,615
Gross deferred tax assets	735,637	790,700
Valuation allowance	(73,114 )	(61,456 )
Deferred tax assets (net of valuation allowance)	662,523	729,244
<b>Deferred Tax Liabilities:</b>		
Depreciation and amortization	14,550	17,257
Compensation and benefits	9,816	23,251
Goodwill	26,124	21,749
Other	19,828	26,134
Deferred tax liabilities	70,318	88,391
Net deferred tax assets	\$592,205	\$640,853

(a) The basis adjustments recorded as of December 31, 2018 and 2017 are primarily the result of additional basis from acquisitions of interests, including the impact of the tax receivable agreement obligation.

The historical profitability of each tax paying entity is an important factor in determining whether to record a valuation allowance and when to release any such allowance. Certain of our tax-paying entities have individually experienced losses on a cumulative three year basis or have tax attributes that may expire unused. In addition, one of our tax paying entities has recorded a valuation allowance on substantially all of its deferred tax assets due to the combined effect of operating losses in certain subsidiaries of that entity as well as foreign taxes that together substantially offset any U.S. tax liability. Taking into account all available information, we cannot determine that it is more likely than not that deferred tax assets held by these entities will be realized. Consequently, we have recorded valuation allowances on \$73,114 and \$61,456 of deferred tax assets held by these entities as of December 31, 2018 and 2017, respectively.

Changes in the deferred tax assets valuation allowance for the years ended December 31, 2018, 2017 and 2016 was as follows:

	Year Ended December 31,		
	2018	2017	2016
Beginning Balance	\$61,456	\$69,593	\$89,251
Charged (credited) to provision for income taxes	14,156	(23,670)	(15,981)
Charged (credited) to other comprehensive income and			
other (a)	(2,498 )	15,533	(3,677 )
Ending Balance	\$73,114	\$61,456	\$69,593

(a) In accordance with the accounting guidance described above, 2017 includes recognition of previously unrecognized excess tax benefits offset by a valuation allowance of \$12,090 recorded to retained earnings. 2016 includes acquisition-related deferred tax assets offset by a valuation allowance in the amount of \$2,271.

122

---

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

The Company had net operating loss and tax credit carryforwards for which related deferred tax assets of \$249,509 were recorded at December 31, 2018 primarily relating to:

- (i) indefinite-lived carryforwards (subject to various limitations) of approximately \$32,000 in Australia, Germany, Hong Kong, Singapore, Spain, the U.K. and the U.S.; and
- (ii) certain carryforwards of approximately \$171,000 in the U.S., which begin expiring in 2029.

With few exceptions, the Company is no longer subject to income tax examination by foreign tax authorities and by U.S. federal, state and local tax authorities for years prior to 2014. While we are under examination in various tax jurisdictions with respect to certain open years, the Company does not expect that the result of any final determination related to these examinations will have a material impact on its financial statements. Developments with respect to such examinations are monitored on an ongoing basis and adjustments to tax liabilities are made as appropriate.

A reconciliation of the beginning to the ending amount of gross unrecognized tax benefits (excluding interest and penalties) for the years ended December 31, 2018, 2017 and 2016 is as follows:

	Year Ended December 31,		
	2018	2017	2016
Balance, January 1 (excluding interest and penalties of \$15,136, \$15,392 and \$13,083, respectively)	\$78,674	\$78,396	\$77,280
Increases in gross unrecognized tax benefits relating to tax positions taken during:			
Prior years	653	1,598	5,891
Current year	17,961	19,823	18,438
Decreases in gross unrecognized tax benefits relating to:			
Tax positions taken during prior years	(699 )	(2,961 )	(5,316 )
Settlements with tax authorities	(1,218 )	-	(1,706 )
Lapse of the applicable statute of limitations	(17,482)	(18,182)	(16,191)
Balance, December 31 (excluding interest and penalties of \$15,901, \$15,136 and \$15,392, respectively)	\$77,889	\$78,674	\$78,396

Additional information with respect to unrecognized tax benefits is as follows:

Edgar Filing: Lazard Ltd - Form 10-K

	Year Ended December 31,		
	2018	2017	2016
Unrecognized tax benefits at the end of the year that, if recognized, would favorably affect the effective tax rate (includes interest and penalties of \$15,901, \$15,136 and \$15,392, respectively)	\$78,693	\$78,841	\$81,564
Unrecognized tax benefits that, if recognized, would not affect the effective tax rate	\$15,097	\$14,969	\$12,224
Interest and penalties recognized in current income tax expense (after giving effect to the reversal of interest and penalties of \$4,889, \$6,185 and \$3,143, respectively)	\$765	\$(256)	\$2,309

The Company anticipates that it is reasonably possible that approximately \$13,000 of unrecognized tax benefits, including interest and penalties recorded at December 31, 2018, may be recognized within 12 months as a result of the lapse of the statute of limitations in various tax jurisdictions.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

## 18. NET INCOME PER SHARE OF CLASS A COMMON STOCK

The Company's basic and diluted net income per share calculations for the years ended December 31, 2018, 2017 and 2016 are computed as described below.

## Basic Net Income Per Share

Numerator—utilizes net income attributable to Lazard Ltd for the respective years.

Denominator—utilizes the weighted average number of shares of Class A common stock outstanding for the respective years, plus applicable adjustments to such shares associated with shares of Class A common stock issuable on a non-contingent basis.

## Diluted Net Income Per Share

Numerator—utilizes net income attributable to Lazard Ltd for the respective years as in the basic net income per share calculation described above.

Denominator —utilizes the weighted average number of shares of Class A common stock outstanding for the respective years as in the basic net income per share calculation described above, plus, to the extent dilutive, the incremental number of shares of Class A common stock required to settle share-based incentive compensation.

The calculations of the Company's basic and diluted net income per share and weighted average shares outstanding for the years ended December 31, 2018, 2017 and 2016 are presented below:

	Year Ended December 31,		
	2018	2017	2016
Net income attributable to Lazard Ltd - basic	\$527,125	\$253,583	\$387,698
Net income attributable to Lazard Ltd - diluted	\$527,125	\$253,583	\$387,698
Weighted average number of shares of Class A common stock			
outstanding	118,753,778	121,309,174	124,635,160
Add - adjustment for shares of Class A common stock issuable on			
a non-contingent basis	252,753	264,268	135,241
Weighted average number of shares of Class A common stock			
outstanding - basic	119,006,531	121,573,442	124,770,401

Edgar Filing: Lazard Ltd - Form 10-K

Add - dilutive effect, as applicable, of:

Weighted average number of incremental shares of Class A

common stock issuable from share-based incentive

compensation	10,761,061	10,906,286	7,863,229
--------------	------------	------------	-----------

Weighted average number of shares of Class A common stock

outstanding - diluted	129,767,592	132,479,728	132,633,630
-----------------------	-------------	-------------	-------------

Net income attributable to Lazard Ltd per share of Class A

common stock:

Basic	\$4.43	\$2.09	\$3.11
-------	--------	--------	--------

Diluted	\$4.06	\$1.91	\$2.92
---------	--------	--------	--------

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

19. RELATED PARTIES

Sponsored Funds

The Company serves as an investment advisor for certain affiliated investment companies and fund entities and receives management fees and, for the alternative investment funds, performance-based incentive fees for providing such services. Investment advisory fees relating to such services were \$654,561, \$649,089 and \$516,667 for the years ended December 31, 2018, 2017 and 2016, respectively, and are included in “asset management fees” on the consolidated statements of operations. Of such amounts, \$59,304 and \$69,107 remained as receivables at December 31, 2018 and 2017, respectively, and are included in “fees receivable” on the consolidated statements of financial condition.

Tax Receivable Agreement

The Second Amended and Restated Tax Receivable Agreement, dated as of October 26, 2015 (the “Amended and Restated Tax Receivable Agreement”), between Lazard and LTBP Trust, a Delaware statutory trust (the “Trust”), provides for the payment by our subsidiaries to the Trust of (i) approximately 45% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of certain increases in tax basis and of certain other tax benefits related to the Amended and Restated Tax Receivable Agreement, and (ii) an amount that we currently expect will approximate 85% of the cash tax savings that may arise from tax benefits attributable to payments under the Amended and Restated Tax Receivable Agreement. Our subsidiaries expect to benefit from the balance of cash savings, if any, in income tax that our subsidiaries realize. Any amount paid by our subsidiaries to the Trust will generally be distributed to the owners of the Trust, who include certain of our executive officers, in proportion to their beneficial interests in the Trust.

For purposes of the Amended and Restated Tax Receivable Agreement, cash savings in income and franchise tax will be computed by comparing our subsidiaries’ actual income and franchise tax liability to the amount of such taxes that our subsidiaries would have been required to pay had there been no increase in the tax basis of certain tangible and intangible assets of Lazard Group attributable to our subsidiaries’ interest in Lazard Group and had our subsidiaries not entered into the Amended and Restated Tax Receivable Agreement. The term of the Amended and Restated Tax Receivable Agreement will continue until approximately 2033 or, if earlier, until all relevant tax benefits have been utilized or expired.

The amount of the Amended and Restated Tax Receivable Agreement liability is an undiscounted amount based upon currently enacted tax laws, including the Tax Act, the current structure of the Company and various assumptions regarding potential future operating profitability. The assumptions reflected in the estimate involve significant judgment. For example, if our structure were to change or our annual taxable income were to increase, we could be required to accelerate payments under the Amended and Restated Tax Receivable Agreement. As such, the actual amount and timing of payments under the Amended and Restated Tax Receivable Agreement could differ materially from our estimates. Any changes in the amount of the estimated liability would be recorded as a non-compensation expense in the consolidated statement of operations. Adjustments, if necessary, to the related deferred tax assets would be recorded through the “provision (benefit) for income taxes”.

For the years ended December 31, 2018 and 2017, the Company recorded a “benefit pursuant to tax receivable agreement” on the consolidated statements of operations of \$6,495 and \$202,546, respectively. As described in Note 17, the Tax Act reduced the U.S. corporate tax rate from 35% to 21% which required the Company to remeasure the tax receivable agreement obligation. Pursuant to the change in the U.S. corporate tax rate, in 2017, the Company reduced the tax receivable agreement obligation by \$202,546. The cumulative liability relating to our obligations under the Amended and Restated Tax Receivable Agreement as of December 31, 2018 and 2017 was \$270,640 and \$310,275, respectively, and is recorded in “tax receivable agreement obligation” on the consolidated statements of financial condition. The balance at December 31, 2018 reflects a payment made under the Amended and Restated Tax Receivable Agreement in the year ended December 31, 2018 of \$33,140.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Other

In the fourth quarter of 2018, the Company established a not-for-profit entity, the Lazard Foundation (the “Foundation”), with the objective of donating funds to qualifying charities. In November 2018, the Company made an unconditional commitment of \$10,000 to the Foundation. The Company agreed to fund the unconditional commitment by December 31, 2028. Certain executive officers of the Company will serve as members, directors and officers of the Foundation. In accordance with U.S. GAAP, the Foundation is not consolidated in the accompanying financial statements.

See Note 14 for information regarding related party transactions pertaining to shares repurchased from certain of our executive officers.

20. REGULATORY AUTHORITIES

LFNY is a U.S. registered broker-dealer and is subject to the net capital requirements of Rule 15c3-1 under the Exchange Act. Under the basic method permitted by this rule, the minimum required net capital, as defined, is a specified fixed percentage ( $6\frac{2}{3}\%$ ) of total aggregate indebtedness recorded in LFNY’s Financial and Operational Combined Uniform Single (“FOCUS”) report filed with the Financial Industry Regulatory Authority (“FINRA”), or \$100, whichever is greater. In addition, the ratio of aggregate indebtedness (as defined) to net capital may not exceed 15:1. At December 31, 2018, LFNY’s regulatory net capital was \$174,732, which exceeded the minimum requirement by \$171,679. LFNY’s aggregate indebtedness to net capital ratio was 0.26:1 as of December 31, 2018.

Certain U.K. subsidiaries of the Company, including LCL, Lazard Fund Managers Limited and Lazard Asset Management Limited (collectively, the “U.K. Subsidiaries”) are regulated by the Financial Conduct Authority. At December 31, 2018, the aggregate regulatory net capital of the U.K. Subsidiaries was \$162,350, which exceeded the minimum requirement by \$142,542.

CFLF, under which asset management and commercial banking activities are carried out in France, is subject to regulation by the Autorité de Contrôle Prudentiel et de Résolution (“ACPR”) for its banking activities conducted through its subsidiary, LFB. LFB, as a registered bank, is engaged primarily in commercial and private banking services for clients and funds managed by LFG (asset management) and other clients, and asset-liability management. The investment services activities of the Paris group, exercised through LFB and other subsidiaries of CFLF, primarily LFG, also are subject to regulation and supervision by the Autorité des Marchés Financiers. At December 31, 2018, the consolidated regulatory net capital of CFLF was \$136,110, which exceeded the minimum requirement set for regulatory capital levels by \$81,336. In addition, pursuant to the consolidated supervision rules in the European Union, LFB, in particular, as a French credit institution, is required to be supervised by a regulatory body, either in the U.S. or in the European Union. During the third quarter of 2013, the Company and the ACPR agreed on terms for the consolidated supervision of LFB and certain other non-Financial Advisory European

subsidiaries of the Company (referred to herein, on a combined basis, as the “combined European regulated group”) under such rules. Under this supervision, the combined European regulated group is required to comply with minimum requirements for regulatory net capital to be reported on a quarterly basis and satisfy periodic financial and other reporting obligations. At December 31, 2018, the regulatory net capital of the combined European regulated group was \$157,783, which exceeded the minimum requirement set for regulatory capital levels by \$56,330. Additionally, the combined European regulated group, together with our European Financial Advisory entities, is required to perform an annual risk assessment and provide certain other information on a periodic basis, including financial reports and information relating to financial performance, balance sheet data and capital structure.

Certain other U.S. and non-U.S. subsidiaries are subject to various capital adequacy requirements promulgated by various regulatory and exchange authorities in the countries in which they operate. At December 31, 2018, for those subsidiaries with regulatory capital requirements, their aggregate net capital was \$149,252, which exceeded the minimum required capital by \$121,863.

LAZARD LTD

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

At December 31, 2018, each of these subsidiaries individually was in compliance with its regulatory capital requirements.

Any new or expanded rules and regulations that may be adopted in countries in which we operate (including regulations that have not yet been proposed) could affect us in other ways.

## 21. SEGMENT INFORMATION

The Company's reportable segments offer different products and services and are managed separately as different levels and types of expertise are required to effectively manage the segments' transactions. Each segment is reviewed to determine the allocation of resources and to assess its performance. The Company's principal operating activities are included in its Financial Advisory and Asset Management business segments as described in Note 1. In addition, as described in Note 1, the Company records selected other activities in its Corporate segment.

The Company's segment information for the years ended December 31, 2018, 2017 and 2016 is prepared using the following methodology:

Revenue and expenses directly associated with each segment are included in determining operating income.

Expenses not directly associated with specific segments are allocated based on the most relevant measures applicable, including headcount, square footage and other factors.

Segment assets are based on those directly associated with each segment, and include an allocation of certain assets relating to various segments, based on the most relevant measures applicable, including headcount, square footage and other factors.

The Company allocates investment gains and losses, interest income and interest expense among the various segments based on the segment in which the underlying asset or liability is reported.

Each segment's operating expenses include (i) compensation and benefits expenses incurred directly in support of the businesses and (ii) other operating expenses, which include directly incurred expenses for occupancy and equipment, marketing and business development, technology and information services, professional services, fund administration and outsourced services and indirect support costs (including compensation and other operating expenses related thereto) for administrative services. Such administrative services include, but are not limited to, accounting, tax, human resources, legal, facilities management and senior management activities.

For the years ended December 31, 2018, 2017 and 2016, no individual client constituted more than 10% of the net revenue of any of the Company's business segments.

## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

Management evaluates segment results based on net revenue and operating income (loss) and believes that the following information provides a reasonable representation of each segment's contribution with respect to net revenue, operating income (loss) and total assets:

		As of or for the Year Ended December 31,		
		2018	2017	2016
Financial Advisory	Net Revenue	\$1,555,526	\$1,387,682	\$1,301,044
	Operating Expenses (a)	1,198,807	1,143,586	1,017,055
	Operating Income	\$356,719	\$244,096	\$283,989
	Total Assets	\$859,306	\$843,142	\$907,035
Asset Management	Net Revenue	\$1,331,801	\$1,255,820	\$1,051,316
	Operating Expenses (a)	912,110	810,870	769,737
	Operating Income	\$419,691	\$444,950	\$281,579
	Total Assets	\$728,220	\$756,398	\$645,653
Corporate	Net Revenue	\$(60,975 )	\$809	\$(18,989 )
	Operating Expenses (a)/(b)	34,669	(135,591 )	29,118
	Operating Income (Loss)	\$(95,644 )	\$136,400	\$(48,107 )
	Total Assets	\$3,409,715	\$3,329,137	\$3,003,820
Total	Net Revenue	\$2,826,352	\$2,644,311	\$2,333,371
	Operating Expenses (a)	2,145,586	1,818,865	1,815,910
	Operating Income	\$680,766	\$825,446	\$517,461
	Total Assets	\$4,997,241	\$4,928,677	\$4,556,508

(a) Operating expenses include depreciation and amortization of property as set forth in table below.

	Year Ended December 31,		
	2018	2017	2016
Financial Advisory	\$7,720	\$6,596	\$5,661
Asset Management	3,253	2,830	3,666
Corporate	23,130	22,072	23,937
Total	\$34,103	\$31,498	\$33,264

(b) Operating expenses include a benefit of \$6,495 and \$202,546 for the years ended December 31, 2018 and 2017, respectively, recorded for the benefit pursuant to the tax receivable agreement. See Note 19 for information regarding the tax receivable agreement obligation.



## LAZARD LTD

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(dollars in thousands, except for per share data, unless otherwise noted)

## Geographic Information

Due to the highly integrated nature of international financial markets, the Company manages its business based on the profitability of the enterprise as a whole. Accordingly, management believes that profitability by geographic region is not necessarily meaningful. The Company's revenue and identifiable assets are generally allocated based on the country or domicile of the legal entity providing the service.

The following table sets forth the net revenue from, and identifiable assets for, the Company and its consolidated subsidiaries by geographic region allocated on the basis described above.

	As of or for the Year Ended December 31,		
	2018	2017	2016
<b>Net Revenue:</b>			
Americas	\$ 1,615,736	\$ 1,558,070	\$ 1,399,285
EMEA	1,022,994	903,525	795,932
Asia Pacific	187,622	182,716	138,154
<b>Total</b>	<b>\$ 2,826,352</b>	<b>\$ 2,644,311</b>	<b>\$ 2,333,371</b>
<b>Operating Income:</b>			
Americas (a)	\$ 434,111	\$ 596,044	\$ 335,887
EMEA	206,578	193,781	168,745
Asia Pacific	40,077	35,621	12,829
<b>Total</b>	<b>\$ 680,766</b>	<b>\$ 825,446</b>	<b>\$ 517,461</b>
<b>Identifiable Assets:</b>			
Americas	\$ 2,557,904	\$ 2,600,412	\$ 3,015,267
EMEA	2,150,597	2,039,385	1,286,149
Asia Pacific	288,740	288,880	255,092
<b>Total</b>	<b>\$ 4,997,241</b>	<b>\$ 4,928,677</b>	<b>\$ 4,556,508</b>

(a) Operating income includes a benefit of \$6,495 and \$202,546 for the years ended December 31, 2018 and 2017, respectively, recorded for the benefit pursuant to the tax receivable agreement. See Note 19 for information regarding the tax receivable agreement obligation.



## SUPPLEMENTAL FINANCIAL INFORMATION

## QUARTERLY RESULTS (UNAUDITED)

The following represents the Company's unaudited quarterly results for the years ended December 31, 2018 and 2017. These quarterly results were prepared in conformity with generally accepted accounting principles and reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results. These adjustments are of a normal recurring nature.

	2018 Fiscal Quarter				
	First	Second	Third	Fourth	Year
	(dollars in thousands, except per share data)				
Net revenue	\$754,698	\$757,938	\$626,481	\$687,235	\$2,826,352
Operating expenses	568,870	557,998	487,800	530,918	2,145,586
Operating income	\$185,828	\$199,940	\$138,681	\$156,317	\$680,766
Net income	\$161,661	\$148,379	\$108,725	\$113,684	\$532,449
Less - net income attributable to					
noncontrolling interests	1,969	1,416	1,651	288	5,324
Net income attributable to Lazard Ltd	\$159,692	\$146,963	\$107,074	\$113,396	\$527,125
Attributable to Lazard Ltd Class A common					
stockholders:					
Net income per share of common stock:					
Basic	\$1.33	\$1.22	\$0.90	\$0.97	\$4.43
Diluted	\$1.21	\$1.13	\$0.82	\$0.89	\$4.06
Dividends declared per share of common stock	\$1.71	\$0.44	\$0.44	\$0.44	\$3.03

	2017 Fiscal Quarter				
	First	Second	Third	Fourth	Year
	(dollars in thousands, except per share data)				
Net revenue	\$623,464	\$717,180	\$624,859	\$678,808	\$2,644,311
Operating expenses	473,267	544,679	480,647	320,272	1,818,865
Operating income	\$150,197	\$172,501	\$144,212	\$358,536	\$825,446
Net income (loss)	\$110,430	\$120,901	\$111,470	\$(82,954)	\$259,847
Less - net income attributable to					
noncontrolling interests	2,877	523	2,260	604	6,264
Net income (loss) attributable to Lazard Ltd	\$107,553	\$120,378	\$109,210	\$(83,558)	\$253,583
Attributable to Lazard Ltd Class A common					
stockholders:					

Net income per share of common stock:

Basic	\$0.88	\$0.98	\$0.90	\$(0.70 )	\$2.09
Diluted	\$0.81	\$0.91	\$0.82	\$(0.70 )	\$1.91
Dividends declared per share of common stock	\$1.58	\$0.41	\$0.41	\$0.41	\$2.81

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

There were no changes in or disagreements with accountants on accounting and financial disclosure during the last two fiscal years.

Item 9A. Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, our Chief Executive

Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In addition, no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during our most recent fiscal quarter that has materially affected, or is likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act), and the related report of our independent registered public accounting firm, are set forth in Part II, Item 8 of this Annual Report on Form 10-K and are incorporated herein by reference.

#### Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information regarding members of the Board of Directors, including its audit committee and audit committee financial expert, as well as information regarding our Code of Business Conduct and Ethics that applies to our Chief Executive Officer and senior financial officers, will be presented in Lazard Ltd’s definitive proxy statement for its 2019 annual general meeting of shareholders, which will be held in April 2019, and is incorporated herein by reference.

Information regarding our executive officers is included in Part I of this Annual Report on Form 10-K under the caption “Executive Officers of the Registrant”.

The information required to be furnished pursuant to this item with respect to compliance with Section 16(a) of the Exchange Act will be set forth under the caption “Section 16(a) Beneficial Ownership Reporting and Compliance” in Lazard Ltd’s definitive proxy statement for its 2019 annual general meeting of shareholders, and is incorporated herein by reference.

Item 11. Executive Compensation

Information regarding executive officer and director compensation will be presented in Lazard Ltd’s definitive proxy statement for its 2019 annual general meeting of shareholders, which will be held in April 2019, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information regarding security ownership of certain beneficial owners and management and related shareholder matters will be presented in Lazard Ltd’s definitive proxy statement for its 2019 annual general meeting of shareholders, which will be held in April 2019, and is incorporated herein by reference.

Equity Compensation Plan Information

The following table provides information as of December 31, 2018 regarding securities issued under our 2018 Incentive Compensation Plan, 2008 Incentive Compensation Plan and 2005 Equity Incentive Plan.

Plan	Number of Securities	Weighted-Average	Number of Securities
Category	to be Issued Upon	Exercise Price of	Remaining
	Exercise of	Outstanding	Available

Edgar Filing: Lazard Ltd - Form 10-K

		Outstanding Options, Options, Warrants and Rights	Warrants and Rights	for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the Second Column)
Equity compensation				
plans approved by				
security holders	2018 Incentive Compensation Plan <sup>(1)</sup>	115,092		(5) 29,874,262
Equity compensation				
plans approved by				
security holders	2008 Incentive Compensation Plan <sup>(2)</sup>	14,858,011	(4)	(5) -
Equity compensation				
plans not approved by				
security holders	2005 Equity Incentive Plan <sup>(3)</sup>	25,602	(4)	(5) - (6)
Total		14,998,705	(4)	29,874,262

(1) Our 2018 Incentive Compensation Plan was approved by the stockholders of Lazard Ltd on April 24, 2018 and replaced the 2008 Incentive Compensation Plan, which was terminated on April 24, 2018. The 2018 Plan authorizes the issuance of up to 30 million shares of Class A common stock.

- (2) Our 2008 Incentive Compensation Plan was approved by the stockholders of Lazard Ltd on May 6, 2008. The 2008 Incentive Compensation Plan was terminated on April 24, 2018, although awards granted under the 2008 Incentive Compensation Plan remain outstanding and continue to be subject to its terms.
- (3) Our 2005 Equity Incentive Plan was established prior to our equity public offering in May 2005 and, as a result, did not require approval by security holders. The 2005 Equity Incentive Plan expired in the second quarter of 2015, although awards granted under the 2005 Equity Incentive Plan remain outstanding and continue to be subject to its terms.
- (4) Represents outstanding stock unit awards, after giving effect to forfeitures, as of December 31, 2018. As of that date, the only grants made under the 2018 Incentive Compensation Plan, 2008 Incentive Compensation Plan and 2005 Equity Incentive Plan have been in the form of stock unit awards and restricted stock awards. See Note 15 of Notes to Consolidated Financial Statements for a description of the plans.
- (5) Each restricted stock unit awarded under our 2018 Incentive Compensation Plan, 2008 Incentive Compensation Plan and 2005 Equity Incentive Plan was granted at no cost to the persons receiving them and represents the contingent right to receive the equivalent number of shares of Lazard Ltd Class A common stock. Performance-based restricted stock units awarded represent the contingent right to receive Class A common stock based on the achievement of performance criteria, and the number of shares of Class A common stock that ultimately may be received generally can range from zero to two times the target number. See Note 15 of Notes to Consolidated Financial Statements.
- (6) Gives effect to the number of securities remaining available for future issuance, after considering the impact of vested restricted stock units that will not be delivered as a result of withholding taxes.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence

Information regarding certain relationships and related transactions, and director independence, will be presented in Lazard Ltd's definitive proxy statement for its 2019 annual general meeting of shareholders, which will be held in April 2019, and is incorporated herein by reference.

#### Item 14. Principal Accounting Fees and Services

Information regarding principal accountant fees and services will be presented in Lazard Ltd's definitive proxy statement for its 2019 annual general meeting of shareholders, which will be held in April 2019, and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this Report:

1. Consolidated Financial Statements

The consolidated financial statements required to be filed in the Annual Report on Form 10-K are listed on page F-1 hereof and in Part II, Item 8 hereof.

2. Financial Statement Schedule

The financial statement schedule required in the Annual Report on Form 10-K is listed on page F-1 hereof. The required schedule appears on pages F-2 through F-6 hereof. All other schedules have been omitted because they are not applicable, not required or the information required is included in the Company's consolidated financial statements or notes thereto.

3. Exhibits

- 3.1 Certificate of Incorporation and Memorandum of Association of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement (File No. 333-121407) on Form S-1/A filed on March 21, 2005).
- 3.2 Certificate of Incorporation in Change of Name of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement (File No. 333-121407) on Form S-1/A filed on March 21, 2005).
- 3.3 Amended and Restated Bye-Laws of Lazard Ltd (incorporated by reference to Exhibit 3.3 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 3.4 First Amendment to Amended and Restated Bye-Laws of Lazard Ltd (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on May 9, 2008).
- 3.5 Second Amendment to the Amended and Restated Bye-Laws of Lazard Ltd (incorporated by reference to Exhibit 3.5 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 30, 2010).
- 4.1 Form of Specimen Certificate for Class A common stock (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement (File No. 333-121407) on Form S-1/A filed on April 11, 2005).
- 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 Fifth Supplemental Indenture, dated as of November 14, 2013, 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 November 14, 2013).

4.4

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).

4.5 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).

4.6 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).

4.7 Form of Senior Note (included in Exhibits 4.3, 4.4, 4.5 and 4.6).

134

---

- 10.1 Amended and Restated Operating Agreement of Lazard Group LLC, dated as of February 4, 2019 (incorporated by reference to Exhibit 99.1 to Registrant's Current Report (File No. 001-32492) on Form 8-K filed on February 5, 2019).
- 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 2016 French Sub-plan (incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-32492) filed on March 10, 2016).
- 10.8\* 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).
- 10.9\* Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 9, 2016, by and among the Registrant, Lazard Group LLC and Kenneth M. Jacobs (incorporated by reference to Exhibit 10.9 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 27, 2016).
- 10.10\* Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 9, 2016, by and among the Registrant, Lazard Group LLC and Ashish Bhutani (incorporated by reference to Exhibit 10.10 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 27, 2016).
- 10.11\* Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 9, 2016, by and among the Registrant, Lazard Group LLC and Scott D. Hoffman (incorporated by reference to Exhibit 10.12 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 27, 2016).
- 10.12\*

Amendment, dated as of October 30, 2017, to Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 9, 2016, by and among the Registrant, Lazard Group LLC and Scott D. Hoffman (incorporated by reference to Exhibit 10.14 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on October 31, 2017).

10.13\* Agreement relating to Retention and Noncompetition and Other Covenants, dated as of October 30, 2017, by and among the Registrant, Lazard Group LLC and Evan L. Russo (incorporated by reference to Exhibit 10.15 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on October 31, 2017).

135

---

- 10.14\* Amended and Restated Agreement relating to Retention and Noncompetition and Other Covenants, dated as of March 9, 2016, by and among the Registrant, Lazard Group LLC and Alexander F. Stern (incorporated by reference to Exhibit 10.13 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 27, 2016).
- 10.15\* 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).
- 10.16\* Form of Agreement evidencing a grant of Restricted Stock Units to Executive Officers under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.41 to the Registrant's Annual Report (File No. 001-32492) on Form 10-K filed on March 2, 2009).
- 10.17\* Form of Agreement evidencing a grant of Deferred Cash Award to Executive Officers (incorporated by reference to Exhibit 10.42 to the Registrant's Annual Report (File No. 001-32492) on Form 10-K filed on March 2, 2009).
- 10.18\* Directors' Fee Deferral Unit Plan (incorporated by reference to Exhibit 10.39 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on May 11, 2006).
- 10.19 Amended and Restated Credit Agreement, dated as of September 25, 2015, among Lazard Group LLC, the Banks from time to time parties thereto, and Citibank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.27 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on October 28, 2015).
- 10.20\* Form of Agreement evidencing a grant of Lazard Fund Interests to Named Executive Officers (incorporated by reference to Exhibit 10.55 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on May 1, 2013).
- 10.21\* Form of Agreement evidencing a February 20, 2014 grant of Performance-Based Stock Units under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.55 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed May 6, 2014).
- 10.22\* Agreement between the Company and Kenneth M. Jacobs, dated as of February 20, 2014, evidencing a grant of Performance-Based Stock Units under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.56 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on May 6, 2014).
- 10.23\* Form of Agreement evidencing a grant of Restricted Stock under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.55 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 30, 2010).
- 10.24\* Form of Agreement evidencing a grant of Lazard Fund Interests (incorporated by reference to Exhibit 10.55 to the Registrant's Quarterly Report (File No. 001-32492) on Form 10-Q filed on April 29, 2011).
- 21.1 Subsidiaries of the Registrant.

23.1 Consent of Independent Registered Public Accounting Firm.

31.1 Rule 13a-14(a) Certification of Kenneth M. Jacobs.

31.2 Rule 13a-14(a) Certification of Evan L. Russo.

32.1 Section 1350 Certification for Kenneth M. Jacobs.

32.2 Section 1350 Certification for Evan L. Russo.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

136

---

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

\*Management contract or compensatory plan or arrangement.

137

---

LAZARD LTD

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

ITEMS 15(a)(1) AND 15(a)(2)

	Page No.
<u>Management’s Report on Internal Control Over Financial Reporting</u>	70
<u>Reports of Independent Registered Public Accounting Firm</u>	71
Consolidated Financial Statements	
<u>Consolidated Statements of Financial Condition as of December 31, 2018 and 2017</u>	73
<u>Consolidated Statements of Operations for the years ended December 31, 2018, 2017 and 2016</u>	75
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u>	76
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u>	77
<u>Consolidated Statements of Changes in Stockholders’ Equity for the years ended December 31, 2018, 2017 and 2016</u>	79
<u>Notes to Consolidated Financial Statements</u>	82
<u>Supplemental Financial Information</u>	
<u>Quarterly Results</u>	130
Financial Statement Schedules	
Schedule I—Condensed Financial Information of Registrant (Parent Company Only)	
<u>Condensed Statements of Financial Condition as of December 31, 2018 and 2017</u>	F-2
<u>Condensed Statements of Operations for the years ended December 31, 2018, 2017 and 2016</u>	F-3
<u>Condensed Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u>	F-4
<u>Condensed Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u>	F-5
<u>Notes to Condensed Financial Statements</u>	F-6

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the consolidated financial statements or notes thereto.

F-1

---

## LAZARD LTD

(parent company only)

## CONDENSED STATEMENTS OF FINANCIAL CONDITION

DECEMBER 31, 2018 AND 2017

(dollars in thousands, except per share data)

	December 31,	
	2018	2017
<b>ASSETS</b>		
Cash and cash equivalents	\$4,136	\$3,921
Investments in subsidiaries, equity method	(1,275,357)	(1,061,259)
Due from subsidiaries	2,191,915	2,259,112
Other assets	19	-
Total assets	\$920,713	\$1,201,774
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Due to subsidiaries	\$3,707	\$1,847
Other liabilities	155	124
Total liabilities	3,862	1,971
Commitments and contingencies		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, par value \$.01 per share; 15,000,000 shares authorized:		
Series A—no shares issued and outstanding	-	-
Series B—no shares issued and outstanding	-	-
Common stock:		
Class A, par value \$.01 per share (500,000,000 shares authorized;		
129,766,091 shares issued at December 31, 2018 and 2017,		
including shares held by subsidiaries as indicated below)		
	1,298	1,298
Additional paid-in-capital	750,692	788,140
Retained earnings	1,195,563	1,080,413
Accumulated other comprehensive loss, net of tax	(273,818 )	(232,518 )
	1,673,735	1,637,333
Class A common stock held by subsidiaries, at cost (17,574,805 and		
10,747,142 shares at December 31, 2018 and 2017, respectively)		
	(756,884 )	(437,530 )
Total stockholders' equity	916,851	1,199,803
Total liabilities and stockholders' equity	\$920,713	\$1,201,774

See notes to condensed financial statements.

F-2

---

LAZARD LTD

(parent company only)

CONDENSED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Year Ended December 31,		
	2018	2017	2016
<b>REVENUE</b>			
Equity in earnings of subsidiaries	\$392,574	\$145,008	\$326,366
Interest and other income	136,399	110,381	63,019
Total revenue	528,973	255,389	389,385
<b>OPERATING EXPENSES</b>			
Professional services	1,719	1,692	1,580
Other	129	114	107
Total operating expenses	1,848	1,806	1,687
<b>NET INCOME</b>	<b>\$527,125</b>	<b>\$253,583</b>	<b>\$387,698</b>

See notes to condensed financial statements.

F-3

---

## LAZARD LTD

(parent company only)

## CONDENSED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Year Ended December 31,		
	2018	2017	2016
NET INCOME	\$527,125	\$253,583	\$387,698
OTHER COMPREHENSIVE INCOME (LOSS), NET			
OF TAX:			
Currency translation adjustments	(46,601 )	71,668	(57,919 )
Employee benefit plans:			
Prior service costs (net of tax benefit of \$543			
for the year ended December 31, 2018)	(2,653 )		
Actuarial gain (loss) (net of tax expense (benefit) of			
\$131, \$(3,507) and \$(5,205) for the years ended			
December 31, 2018, 2017 and 2016, respectively)	(2,781 )	2,085	(24,473 )
Adjustments for items reclassified to earnings (net of tax			
expense of \$2,335, \$2,220 and \$1,757 for the			
years ended December 31, 2018, 2017 and 2016,			
respectively)	10,735	7,951	2,526
OTHER COMPREHENSIVE INCOME (LOSS), NET OF			
TAX	(41,300 )	81,704	(79,866 )
COMPREHENSIVE INCOME	\$485,825	\$335,287	\$307,832

See notes to condensed financial statements.

## LAZARD LTD

(parent company only)

## CONDENSED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(dollars in thousands)

	Year Ended December 31,		
	2018	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$527,125	\$253,583	\$387,698
Adjustments to reconcile net income to net cash provided by			
operating activities:			
Equity in earnings of subsidiaries	(392,574)	(145,008)	(326,366)
Dividends received from subsidiaries	189,786	63,822	-
Changes in due to/from subsidiaries	35,504	169,056	273,051
Changes in other operating assets and liabilities	13	27	(233)
Net cash provided by operating activities	359,854	341,480	334,150
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Capital contribution to subsidiaries	-	(25)	-
Net cash used in investing activities	-	(25)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Class A common stock dividends	(359,639)	(341,450)	(336,138)
Net cash used in financing activities	(359,639)	(341,450)	(336,138)
Net increase (decrease) in cash and cash equivalents	215	5	(1,988)
Cash and cash equivalents, January 1	3,921	3,916	5,904
Cash and cash equivalents, December 31	\$4,136	\$3,921	\$3,916

See notes to condensed financial statements.

LAZARD LTD

(parent company only)

NOTES TO CONDENSED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying Lazard Ltd condensed financial statements (the “Parent Company Financial Statements”), including the notes thereto, should be read in conjunction with the consolidated financial statements of Lazard Ltd and its subsidiaries (the “Company”) and the notes thereto.

The Parent Company Financial Statements as of December 31, 2018 and 2017, and for each of the three years in the period ended December 31, 2018, are prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses, and the disclosures in the condensed financial statements. Management believes that the estimates utilized in the preparation of the condensed financial statements are reasonable. Actual results could differ materially from these estimates.

The Parent Company Financial Statements include investments in subsidiaries, accounted for under the equity method.

For the period ended December 31, 2016, equity in earnings of subsidiaries also includes a gain of \$12,668 related to the portion of a business acquired in the fourth quarter of 2016 that was previously owned by one of the Company’s subsidiaries.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 25, 2019

LAZARD LTD

By: /s/ Kenneth M. Jacobs  
 Kenneth M. Jacobs  
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Kenneth M. Jacobs Kenneth M. Jacobs	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February 25, 2019
/s/ Evan L. Russo Evan L. Russo	Chief Financial Officer (Principal Financial Officer)	February 25, 2019
/s/ Dominick Ragone Dominick Ragone	Chief Accounting Officer	February 25, 2019
/s/ Andrew M. Alper Andrew M. Alper	Director	February 25, 2019
/s/ Ashish Bhutani Ashish Bhutani	Director	February 25, 2019
/s/ Richard N. Haass Richard N. Haass	Director	February 25, 2019
/s/ Steven J. Heyer Steven J. Heyer	Director	February 25, 2019
/s/ Michelle Jarrard Michelle Jarrard	Director	February 25, 2019

Edgar Filing: Lazard Ltd - Form 10-K

/s/ Sylvia Jay Sylvia Jay	Director	February 25, 2019
/s/ Iris Knobloch Iris Knobloch	Director	February 25, 2019
/s/ Philip A. Laskawy Philip A. Laskawy	Director	February 25, 2019
/s/ Jane L. Mendillo Jane L. Mendillo	Director	February 25, 2019
/s/ Richard D. Parsons Richard D. Parsons	Director	February 25, 2019

II-1