

Invesco Ltd.  
Form 8-K  
November 16, 2010

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

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **November 9, 2010**

**Invesco Ltd.**  
(Exact Name of Registrant as Specified in Charter)

**Bermuda**  
(State or Other Jurisdiction of  
Incorporation)

**001-13908**  
(Commission File Number)

**98-0557567**  
(IRS Employer Identification  
No.)

**Invesco Ltd.**  
**1555 Peachtree Street N.E.**  
**Atlanta, Georgia 30309**

(Address of Principal Executive Offices)

**(404) 892-0896**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act.
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.



**Item 1.01. Entry into a Material Definitive Agreement.**

On November 9, 2010, Invesco Ltd. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with MSAM Holdings II, Inc., as selling stockholder (the Selling Stockholder ), and Morgan Stanley & Co. Incorporated, as the representative of the underwriters set forth therein, in connection with a secondary registered public offering of 30,891,439 shares of the Company s common stock, par value \$0.20 per share, sold by the Selling Stockholder at a price of \$21.48 per share, which will result in \$663.5 million of proceeds for the Selling Stockholder (the Offering ). The Company will not receive any proceeds from the Offering.

The Underwriting Agreement contains customary representations, warranties and agreements of the Company, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The closing of the Offering occurred on November 16, 2010.

The foregoing description of the Underwriting Agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference herein.

The Offering is being made pursuant to the Company s shelf registration statement on Form S-3 (Registration No. 333-159312) that the Company filed with the Securities and Exchange Commission on May 18, 2009, as supplemented by a prospectus supplement dated November 9, 2010 (the Prospectus Supplement ). The offer and sale of the shares are described in the Prospectus Supplement.

**Item 8.01. Other Events**

On November 10, 2010, the Company issued a press release announcing that it had priced its underwritten public offering of 30,891,439 shares of its common stock at a price to the underwriters of \$21.48 per share. A copy of the press release relating to that announcement is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 1.1                       | Underwriting Agreement, dated November 9, 2010, by and among Invesco Ltd., MSAM Holdings II, Inc. and Morgan Stanley & Co. Incorporated., as representative of the underwriters set forth therein |
| 99.1                      | Press Release, dated November 10, 2010, issued by Invesco Ltd.  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 16, 2010

**Invesco Ltd.**

By:     /s/ Kevin M. Carome    

Kevin M. Carome

Senior Managing Director and

General Counsel

**Exhibit Index**

| <b>Exhibit No.</b> | <b><u>Description</u></b>   |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated November 9, 2010, by and among Invesco Ltd., MSAM Holdings II, Inc. and Morgan Stanley & Co. Incorporated., as representative of the underwriters set forth therein |
| 99.1               | Press Release, dated November 9, 2010, issued by Invesco Ltd.   |

---

