

Lazard Ltd
Form 10-Q
August 01, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2017

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-Q

Hamilton HM11, Bermuda

(Address of principal executive offices)

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

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 and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

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. (Check one):

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

As of July 21, 2017, there were 129,766,091 shares of the Registrant's Class A common stock outstanding (including 8,157,267 shares held by subsidiaries).

TABLE OF CONTENTS

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 June 30, 2017 of all of the common membership interests in Lazard Group and its controlling interest in Lazard Group.

	Page
<u>Part I. Financial Information</u>	
<u>Item 1. Financial Statements (Unaudited)</u>	1
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	36
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	63
<u>Item 4. Controls and Procedures</u>	64
<u>Part II. Other Information</u>	
<u>Item 1. Legal Proceedings</u>	65
<u>Item 1A. Risk Factors</u>	65
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	65
<u>Item 3. Defaults Upon Senior Securities</u>	66
<u>Item 4. Mine Safety Disclosures</u>	66
<u>Item 5. Other Information</u>	66
<u>Item 6. Exhibits</u>	67
<u>Signatures</u>	70

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

	Page
<u>Condensed Consolidated Statements of Financial Condition as of June 30, 2017 and December 31, 2016</u>	2
<u>Condensed Consolidated Statements of Operations for the three month and six month periods ended June 30, 2017 and 2016</u>	4
<u>Condensed Consolidated Statements of Comprehensive Income for the three month and six month periods ended June 30, 2017 and 2016</u>	5
<u>Condensed Consolidated Statements of Cash Flows for the six month periods ended June 30, 2017 and 2016</u>	6
<u>Condensed Consolidated Statements of Changes in Stockholders' Equity for the six month periods ended June 30, 2017 and 2016</u>	7
<u>Notes to Condensed Consolidated Financial Statements</u>	9

LAZARD LTD

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

JUNE 30, 2017 AND DECEMBER 31, 2016

(UNAUDITED)

(dollars in thousands, except for per share data)

	June 30, 2017	December 31, 2016
ASSETS		
Cash and cash equivalents	\$955,639	\$ 1,158,785
Deposits with banks and short-term investments	756,507	419,668
Cash deposited with clearing organizations and other segregated cash	34,480	29,030
Receivables (net of allowance for doubtful accounts of \$25,094 and \$16,386 at June 30, 2017 and December 31, 2016, respectively):		
Fees	527,470	564,291
Customers and other	127,269	73,991
Investments	654,739	638,282
Property (net of accumulated amortization and depreciation of \$307,080 and \$286,001 at June 30, 2017 and December 31, 2016, respectively)	421,727	459,422
Goodwill and other intangible assets (net of accumulated amortization of \$61,771 and \$60,080 at June 30, 2017 and December 31, 2016, respectively)	200,301	209,021
Deferred tax assets	389,216	382,024
Other assets	1,113,528	1,075,777
Total Assets	243,625	184,499
	\$4,769,762	\$ 4,556,508

See notes to condensed consolidated financial statements.

LAZARD LTD

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

JUNE 30, 2017 AND DECEMBER 31, 2016

(UNAUDITED)

(dollars in thousands, except for per share data)

	June 30, 2017	December 31, 2016
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposits and other customer payables	\$ 829,993	\$ 472,283
Accrued compensation and benefits	378,279	541,588
Senior debt	1,189,489	1,188,600
Tax receivable agreement obligation	512,834	513,610
Deferred tax liabilities	8,966	9,168
Other liabilities	547,488	537,446
Total Liabilities	3,467,049	3,262,695
Commitments and contingencies		
STOCKHOLDERS' EQUITY		
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 June 30, 2017 and December 31, 2016,		
including shares held by subsidiaries as indicated below)		
	1,298	1,298
Additional paid-in-capital	673,242	688,231
Retained earnings	1,166,026	1,134,186
Accumulated other comprehensive loss, net of tax	(277,785)	(314,222)
	1,562,781	1,509,493
Class A common stock held by subsidiaries, at cost (8,160,804 and 7,628,786		
shares at June 30, 2017 and December 31, 2016, respectively)		
	(319,755)	(273,506)
Total Lazard Ltd Stockholders' Equity	1,243,026	1,235,987
Noncontrolling interests	59,687	57,826
Total Stockholders' Equity	1,302,713	1,293,813
Total Liabilities and Stockholders' Equity	\$ 4,769,762	\$ 4,556,508

See notes to condensed consolidated financial statements.

3

LAZARD LTD

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2017 AND 2016

(UNAUDITED)

(dollars in thousands, except for per share data)

	Three Months Ended		Six Months Ended	
	June 30,	2016	June 30,	2016
	2017		2017	2016
REVENUE				
Investment banking and other advisory fees	\$410,275	\$286,609	\$745,191	\$551,752
Asset management fees	293,879	241,397	566,803	475,128
Interest income	1,609	1,168	3,263	2,540
Other	24,183	17,468	52,109	27,338
Total revenue	729,946	546,642	1,367,366	1,056,758
Interest expense	12,766	11,962	26,722	23,860
Net revenue	717,180	534,680	1,340,644	1,032,898
OPERATING EXPENSES				
Compensation and benefits	414,612	308,310	776,413	605,520
Occupancy and equipment	30,828	27,163	58,312	54,170
Marketing and business development	24,027	23,877	43,779	43,565
Technology and information services	32,032	24,296	56,056	47,227
Professional services	11,234	11,245	22,696	21,007
Fund administration and outsourced services	18,338	15,895	34,251	29,330
Amortization and other acquisition-related costs	1,257	330	4,831	974
Other	12,351	10,328	21,608	19,492
Total operating expenses	544,679	421,444	1,017,946	821,285
OPERATING INCOME	172,501	113,236	322,698	211,613
Provision for income taxes	51,600	31,872	91,367	59,526
NET INCOME	120,901	81,364	231,331	152,087
LESS - NET INCOME ATTRIBUTABLE TO				
NONCONTROLLING INTERESTS	523	1,007	3,400	4,907
NET INCOME ATTRIBUTABLE TO LAZARD LTD	\$120,378	\$80,357	\$227,931	\$147,180
ATTRIBUTABLE TO LAZARD LTD CLASS A				
COMMON STOCKHOLDERS:				
WEIGHTED AVERAGE SHARES OF COMMON STOCK				
OUTSTANDING:				
Basic	122,368,150	125,461,948	122,591,656	125,751,195
Diluted	132,139,616	132,341,522	132,414,496	132,616,403

NET INCOME PER SHARE OF COMMON STOCK:

Basic	\$0.98	\$0.64	\$1.86	\$1.17
Diluted	\$0.91	\$0.61	\$1.72	\$1.11
DIVIDENDS DECLARED PER SHARE OF				
COMMON STOCK	\$0.41	\$0.38	\$1.99	\$1.93

See notes to condensed consolidated financial statements.

LAZARD LTD

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2017 AND 2016

(UNAUDITED)

(dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
NET INCOME	\$120,901	\$81,364	\$231,331	\$152,087
OTHER COMPREHENSIVE INCOME (LOSS), NET OF				
TAX:				
Currency translation adjustments (including a tax benefit of				
\$1,723 for the three months ended June 30, 2016 and				
\$2,869 for the six months ended June 30, 2016)	26,167	(16,104)	43,099	(4,365)
Employee benefit plans:				
Actuarial loss (net of tax benefit of \$2,215 and \$228				
for the three months ended June 30, 2017 and 2016,				
respectively, and \$2,476 and \$298 for the six months				
ended June 30, 2017 and 2016, respectively)	(8,609)	(475)	(9,104)	(616)
Adjustment for items reclassified to earnings (net of				
tax expense of \$196 and \$403 for the three months				
ended June 30, 2017 and 2016, respectively, and				
\$472 and \$796 for the six months ended June 30,				
2017 and 2016, respectively)	1,356	1,121	2,442	2,307
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	18,914	(15,458)	36,437	(2,674)
COMPREHENSIVE INCOME	139,815	65,906	267,768	149,413
LESS - COMPREHENSIVE INCOME ATTRIBUTABLE TO				
NONCONTROLLING INTERESTS	523	1,007	3,400	4,907
COMPREHENSIVE INCOME ATTRIBUTABLE TO				
LAZARD LTD	\$139,292	\$64,899	\$264,368	\$144,506

See notes to condensed consolidated financial statements.

5

LAZARD LTD

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2017 AND 2016

(UNAUDITED)

(dollars in thousands)

	Six Months Ended June 30,	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$231,331	\$152,087
Adjustments to reconcile net income to net cash provided by (used in)		
operating activities:		
Depreciation and amortization of property	15,371	16,630
Amortization of deferred expenses and share-based incentive compensation	209,127	199,217
Amortization and other acquisition-related costs	4,831	974
Deferred tax provision	39,936	25,159
(Increase) decrease in operating assets:		
Deposits with banks and short-term investments	(286,538)	(271,010)
Cash deposited with clearing organizations and other segregated cash	(4,592)	1,697
Receivables-net	2,227	120
Investments	30,454	51,342
Other assets	(88,178)	(52,586)
Increase (decrease) in operating liabilities:		
Deposits and other payables	305,645	207,503
Accrued compensation and benefits and other liabilities	(181,227)	(312,862)
Net cash provided by operating activities	278,387	18,271
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property	(9,408)	(11,118)
Disposals of property	193	159
Net cash used in investing activities	(9,215)	(10,959)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from:		
Contributions from noncontrolling interests	-	93
Excess tax benefits from share-based incentive compensation	-	2,340
Other financing activities	-	8,004
Payments for:		
Capital lease obligations	(7,320)	(835)
Distributions to noncontrolling interests	(1,743)	(708)
Payments under tax receivable agreement	(776)	(10,086)
Purchase of Class A common stock	(184,892)	(194,729)
Class A common stock dividends	(242,427)	(242,085)

Edgar Filing: Lazard Ltd - Form 10-Q

Settlement of vested share-based incentive compensation	(66,085)	(54,164)
Other financing activities	(8,970)	(2,327)
Net cash used in financing activities	(512,213)	(494,497)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	39,895	1,556
NET DECREASE IN CASH AND CASH EQUIVALENTS	(203,146)	(485,629)
CASH AND CASH EQUIVALENTS—January 1	1,158,785	1,132,083
CASH AND CASH EQUIVALENTS—June 30	\$955,639	\$646,454

See notes to condensed consolidated financial statements.

LAZARD LTD

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2016

(UNAUDITED)

(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
	Shares	\$	Shares	\$			Shares	\$	Shares	\$	Equity		
January 1,	7,921	\$-	129,766,091	\$ 1,298	\$ 600,034	\$ 1,123,728	\$(234,356)	4,253,381	\$(177,249)	\$ 1,313,455	\$ 53,851		
Net income						147,180					147,180	4,907	
Other comprehensive income							(2,674)				(2,674)		
Share-based compensation					155,325						155,325		
Dividends paid					28,364	(30,691)					(2,327)		
Dividends paid to Class A stockholders						(242,085)					(242,085)		
Class A stock repurchased								5,646,092	(194,729)	(194,729)			
Class A stock repurchased with share-based compensation													
Share-based compensation and benefit					(203,406)						(47,074)		

Acquisitions
Equity

Class A
Share

Income tax
to
g

					(19,167)			(799,437)	30,293	11,126		
											-	(615)
					8,004						8,004	
As of June 30,	7,921	\$-	129,766,091	\$1,298	\$569,154	\$998,132	\$(237,030)	5,210,619	\$(185,353)	\$1,146,201	\$58,143	

See notes to condensed consolidated financial statements.

7

LAZARD LTD

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2017

(UNAUDITED)

(dollars in thousands)

	Common Stock		Additional Paid-In- Capital	Retained Earnings	Accumulated		Class A Common Stock Held By Subsidiaries	Total Lazard Ltd Stockholders' Equity	Noncontrol Interests	Total Stockholders' Equity
	Shares	\$			Comprehensive Income (Loss), Net of Tax	Other				
Balance - January 1,	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
Increment for the retroactive effect on conversion of preferred stock from the issuance of new common stock										
Change in equity related to share-based incentive plans				81,544				81,544		81,544
Compensation expense, as adjusted for tax	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				227,931				227,931	3,400	231,331
Change in comprehensive income - net of tax					36,437			36,437	-	36,437
Change in equity related to share-based incentive plans										
Compensation and equivalents			163,001					163,001		163,001
Dividends			31,335	(35,412)				(4,077)		(4,077)
Dividends on Class A common stock				(242,427)				(242,427)		(242,427)

Edgar Filing: Lazard Ltd - Form 10-Q

se of Class A on stock						4,268,479	(184,892)	(184,892)		(184,892)
ry of Class A on stock in										
ection with based incentive										
ensation and tax expense										
,815			(209,543)			(3,736,461)	138,643	(70,900)		(70,900)
ss acquisitions ated equity										
actions: A common ssuable										
uding related (ization)			218					218		218
utions to ntrolling ts, net								-	(1,743)	(1,743)
			204					204	204	408
e - June 30,	129,766,091	\$1,298	\$673,242	\$1,166,026	\$(277,785)	8,160,804	\$(319,755)	\$1,243,026	\$59,687	\$1,300,000

See notes to condensed consolidated financial statements.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(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 June 30, 2017 and December 31, 2016. Lazard Ltd, through its control of the managing members of Lazard Group, controls Lazard Group, which is governed by an Amended and Restated Operating Agreement dated as of October 26, 2015, as amended (the “Operating Agreement”).

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”) and other strategic matters, restructurings, capital structure, capital raising, shareholder advisory, and various other financial matters, 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 accompanying condensed consolidated financial statements of Lazard Ltd have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (the “SEC”) regarding interim financial reporting. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America (“U.S. GAAP”) for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto included in Lazard Ltd’s Annual Report on Form 10-K for the year ended December 31, 2016. The accompanying December 31, 2016 unaudited condensed consolidated statement of financial condition data was derived from audited consolidated financial

statements, but does not include all disclosures required by U.S. GAAP for annual financial statement purposes. The accompanying condensed consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods presented.

Preparing financial statements requires management to make estimates and assumptions that affect the amounts that are reported in the financial statements and the accompanying disclosures. For example, discretionary compensation and benefits expense for interim periods is accrued based on the year-to-date amount of revenue earned, and an assumed annual ratio of compensation and benefits expense to revenue, with the applicable amounts adjusted for certain items. Although these estimates are based on management's knowledge of current events and actions that Lazard may undertake in the future, actual results may differ materially from the estimates.

The consolidated results of operations for the three month and six month periods ended June 30, 2017 are not indicative of the results to be expected for any future interim or annual period.

The condensed 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

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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.

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 at fair value. Intercompany transactions and balances have been eliminated.

Certain prior period amounts have been reclassified to conform to the current period presentation, specifically by including capital lease obligations, previously presented separately, in other liabilities on the condensed consolidated statements of financial condition.

2. RECENT ACCOUNTING DEVELOPMENTS

Compensation—Stock Compensation: Improvements to Employee Share-Based Payment Accounting—In March 2016, the Financial Accounting Standards Board (the “FASB”) issued new guidance regarding share-based incentive compensation. The new guidance includes several amendments which affect various aspects of the accounting for share-based incentive compensation transactions, including the income tax consequences, estimation of forfeitures, effect on earnings per share, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The new guidance is effective for annual and interim periods beginning after December 15, 2016. The Company adopted this new guidance on January 1, 2017. 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 condensed consolidated statements of operations and the classification of cash flows in the relevant periods. The inclusion of excess tax benefits as an operating activity within the statement of cash flows was adopted on a prospective basis, with prior periods unadjusted. Based on the new guidance, the excess tax benefits are no longer included as assumed proceeds in the calculation of earnings per share under the treasury stock method on a prospective basis. Upon adoption of the new guidance, the Company also recorded deferred tax assets of \$81,544, net of a valuation allowance of \$12,090, for previously unrecognized excess tax benefits (including tax benefits from dividends or dividend equivalents) on share-based incentive compensation

arrangements, with an offsetting adjustment to retained earnings. With respect to forfeiture rates, the Company will continue to estimate the number of awards expected to be forfeited, rather than electing the option to account for forfeitures as they occur. See Note 14.

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 condensed consolidated statements of operations. On July 9, 2015, the FASB approved the deferral of the effective date of the new revenue guidance by one year to annual reporting periods beginning after December 15, 2017, with early adoption being permitted for annual periods beginning after December 15, 2016. The guidance may be adopted using a full retrospective approach or a modified cumulative effect approach. During 2016, the FASB issued additional clarifications for certain aspects of the new revenue recognition guidance. The Company currently expects to adopt the revenue recognition guidance in the first quarter of 2018. The Company's implementation efforts include the identification of revenue within the scope of the guidance and the evaluation of revenue contracts.

The Company continues to evaluate the potential impact of the new guidance including (i) the timing of revenue recognition for Financial Advisory fees and (ii) the presentation of certain contract costs. With respect to revenue recognition, the Company is assessing the potential impact of the new guidance on the Company's recognition of certain M&A Advisory fees (e.g., transaction

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

completion, transaction announcement and retainer fees), including whether the Company's fulfillment of its performance obligations under M&A Advisory engagement contracts would be deemed to occur over time, or at specific points in time, under the new guidance. Interpretive guidance on this particular issue is currently being deliberated by the Financial Reporting Executive Committee of the American Institute of Certified Public Accountants. With respect to the potential impact of the new guidance on the Company's presentation of certain contract costs, the Company is assessing whether the new guidance could result in the gross presentation of certain contract costs that are currently presented net of certain items in revenues.

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 new guidance for both updates is effective for annual and interim periods beginning after December 15, 2017 and early adoption is permitted. The new guidance is to be applied on a retrospective basis. The Company is currently evaluating the new guidance.

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, the set 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 will require 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 will remove the evaluation of whether a market participant could replace missing elements. The new guidance is effective for annual and interim periods beginning after December 15, 2017 and is to be applied on a prospective basis. The Company is currently evaluating the new guidance.

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. The other components of net benefit cost, including amortization of prior service cost, and gains and losses from settlements and curtailments, are to be included in non-operating expenses. The new guidance also stipulates that only the service cost component of net benefit cost is eligible for capitalization. This new guidance is effective for annual and interim periods beginning after December 15, 2017, with early adoption permitted. The Company is currently evaluating the new guidance.

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. This new guidance is effective for annual

and interim periods beginning after December 15, 2017, with early adoption permitted. The new guidance is to be applied on a prospective basis. The Company is currently evaluating the new guidance.

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, initially measured at the present value of the lease payments, in the 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 generally straight-line basis, and (iii) classify all cash payments within operating activities in the statement of cash flows. The new guidance is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted. The new guidance is to be applied on a modified retrospective basis. The Company is currently evaluating the new guidance.

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.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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.

3. 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 three month and six month periods ended June 30, 2017 and 2016 was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Beginning Balance	\$29,662	\$11,230	\$16,386	\$12,882
Bad debt expense, net of recoveries	180	2,065	13,831	2,579
Charge-offs, foreign currency translation and other adjustments	(4,748)	274	(5,123)	(1,892)
Ending Balance	\$25,094	\$13,569	\$25,094	\$13,569

Bad debt expense, net of recoveries is included in “investment banking and other advisory fees” on the condensed consolidated statements of operations.

At June 30, 2017 and December 31, 2016, the Company had receivables past due or deemed uncollectible of \$38,732 and \$22,212, respectively.

Of the Company's fee receivables at June 30, 2017 and December 31, 2016, \$57,315 and \$76,133, 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 \$597,424 and \$562,149 at June 30, 2017 and December 31, 2016, respectively, approximates fair value.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

4. INVESTMENTS

The Company's investments and securities sold, not yet purchased, consist of the following at June 30, 2017 and December 31, 2016:

	June 30, 2017	December 31, 2016
Interest-bearing deposits	\$541	\$ 456
Debt	7	-
Equities	46,137	41,017
Funds:		
Alternative investments (a)	23,456	32,441
Debt (a)	86,294	74,597
Equity (a)	186,034	188,268
Private equity	79,036	122,421
	374,820	417,727
Equity method	222	222
Total investments	421,727	459,422
Less:		
Interest-bearing deposits	541	456
Equity method	222	222
Investments, at fair value	\$420,964	\$ 458,744
Securities sold, not yet purchased, at fair value (included in "other liabilities")	\$4,527	\$ 4,482

(a) Interests in alternative investment funds, debt funds and equity funds include investments with fair values of \$13,804, \$48,374 and \$119,648, respectively, at June 30, 2017 and \$13,080, \$37,869 and \$128,219, respectively, at December 31, 2016, held in order to satisfy the Company's liability upon vesting of previously granted Lazard Fund Interests ("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 6 and 12).

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.

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.

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.

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, (ii) a fund targeting significant noncontrolling-stake investments in established private companies and (iii) until the second quarter of 2017, a mezzanine fund (the “Mezzanine Fund”), which invests in mezzanine debt of a diversified selection of small- to mid-cap European companies. Lazard sold its interest in the Mezzanine Fund in May 2017.

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”).

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

During the three month and six month periods ended June 30, 2017 and 2016, the Company reported in “revenue-other” on its condensed consolidated statements of operations net unrealized investment gains and losses pertaining to “trading” securities still held as of the reporting date as follows:

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Net unrealized investment gains	\$7,803	\$859	\$20,983	\$6,174

5. 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 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 estimated 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 costs” in the condensed 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 the estimated fair value of the contingent payments on the acquisition date and is included in “other liabilities” on the condensed consolidated statements of financial condition. See Note 10.

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 6.

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

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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 June 30, 2017 and December 31, 2016, 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:

	June 30, 2017				
	Level 1	Level 2	Level 3	NAV	Total
Assets:					
Investments:					
Debt	\$7	\$-	\$-	\$-	\$7
Equities	43,065	-	3,072	-	46,137
Funds:					
Alternative investments	15,648	-	-	7,808	23,456
Debt	86,287	-	-	7	86,294
Equity	185,987	-	-	47	186,034
Private equity	-	-	-	79,036	79,036
Derivatives	-	2,595	-	-	2,595
Total	\$330,994	\$2,595	\$3,072	\$86,898	\$423,559
Liabilities:					
Securities sold, not yet purchased	\$4,527	\$-	\$-	\$-	\$4,527
Contingent consideration liability	-	-	25,539	-	25,539
Derivatives	-	176,300	-	-	176,300
Total	\$4,527	\$176,300	\$25,539	\$-	\$206,366

	December 31, 2016				
	Level 1	Level 2	Level 3	NAV	Total
Assets:					
Investments:					
Equities	\$39,509	\$-	\$1,508	\$-	\$41,017
Funds:					
Alternative investments	25,316	-	-	7,125	32,441
Debt	74,591	-	-	6	74,597
Equity	188,229	-	-	39	188,268
Private equity	-	-	-	122,421	122,421
Derivatives	-	1,993	-	-	1,993

Edgar Filing: Lazard Ltd - Form 10-Q

Total	\$327,645	\$1,993	\$1,508	\$129,591	\$460,737
Liabilities:					
Securities sold, not yet purchased	\$4,482	\$-	\$-	\$-	\$4,482
Contingent consideration liability	-	-	22,608	-	22,608
Derivatives	-	182,223	-	-	182,223
Total	\$4,482	\$182,223	\$22,608	\$-	\$209,313

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

The following tables provide a summary of changes in fair value of the Company's Level 3 assets and liabilities for the three month and six month periods ended June 30, 2017 and 2016:

	Three Months Ended June 30, 2017					
	Net Unrealized/			Foreign		
	Realized			Currency		
Beginning	Gains/Losses	Purchases/	Sales/	Translation	Ending	
Balance	Included In	Acquisitions	Dispositions	Adjustments	Balance	
	Earnings (a)					
Assets:						
Investments:						
Equities	\$1,537	\$ (128)	\$ 1,661	\$ -	\$ 2	\$3,072
Total Level 3 Assets	\$1,537	\$ (128)	\$ 1,661	\$ -	\$ 2	\$3,072
Liabilities:						
Contingent consideration liability	\$25,104	\$ 435	\$ -	\$ -	\$ -	\$25,539
Total Level 3 Liabilities	\$25,104	\$ 435	\$ -	\$ -	\$ -	\$25,539

	Six Months Ended June 30, 2017					
	Net Unrealized/			Foreign		
	Realized			Currency		
Beginning	Gains/Losses	Purchases/	Sales/	Translation	Ending	
Balance	Included In	Acquisitions	Dispositions	Adjustments	Balance	
	Earnings (a)					
Assets:						
Investments:						
Equities	\$1,508	\$ (126)	\$ 1,661	\$ (8)	\$ 37	\$3,072
Total Level 3 Assets	\$1,508	\$ (126)	\$ 1,661	\$ (8)	\$ 37	\$3,072
Liabilities:						
Contingent consideration liability	\$22,608	\$ 3,180	\$ -	\$ (249)	\$ -	\$25,539
Total Level 3 Liabilities	\$22,608	\$ 3,180	\$ -	\$ (249)	\$ -	\$25,539

Edgar Filing: Lazard Ltd - Form 10-Q

Three Months Ended June 30, 2016

	Net Unrealized/				Foreign	
	Realized				Currency	
	Beginning	Gains/Losses	Purchases/	Sales/	Translation	Ending
	Balance	Included In	Acquisitions	Dispositions	Adjustments	Balance
	Balance	Earnings (a)				
Assets:						
Investments:						
Equities	\$ 1,301	\$ 7	\$ -	\$ -	\$ (10)	\$ 1,298
Total Level 3 Assets	\$ 1,301	\$ 7	\$ -	\$ -	\$ (10)	\$ 1,298

Six Months Ended June 30, 2016

	Net Unrealized/				Foreign	
	Realized				Currency	
	Beginning	Gains/Losses	Purchases/	Sales/	Translation	Ending
	Balance	Included In	Acquisitions	Dispositions	Adjustments	Balance
	Balance	Earnings (a)				
Assets:						
Investments:						
Equities	\$ 1,276	\$ 10	\$ -	\$ -	\$ 12	\$ 1,298
Total Level 3 Assets	\$ 1,276	\$ 10	\$ -	\$ -	\$ 12	\$ 1,298

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

(a) Earnings recorded in “other revenue” for investments in equities for the three month and six month periods ended June 30, 2017 and the three month and six month periods ended June 30, 2016 include net unrealized gains (losses) of \$(128), \$(128), \$2 and \$5, respectively. Earnings recorded in “amortization and other acquisition-related costs” for the contingent consideration liability for the three month and six month periods ended June 30, 2017 includes unrealized losses of \$435 and \$3,180, respectively.

There were no transfers between any of the Level 1, 2 and 3 categories in the fair value measurement hierarchy during the three month and six month periods ended June 30, 2017 and 2016. Certain investments that were valued at NAV as of December 31, 2016 were transferred to Level 2 from the NAV category in the six months ended June 30, 2017, as these investments were valued based on a probable transaction value as of the reporting date that differs from NAV. Such investments were sold in the second quarter of 2017.

The following tables present, at June 30, 2017 and December 31, 2016, certain investments that are valued using NAV or its equivalent as a practical expedient in determining fair value:

	June 30, 2017			Estimated Liquidation Period of						
	Fair Value	Unfunded Commitments	Not Redeemable	Investments Not Redeemable			Investments Redeemable			
			% of Fair Value	% Next 5 Years	% 5-10 Years	% Thereafter	Redemption Frequency	Redemption Notice Period		
Alternative investment funds:										
Hedge funds	\$6,717	\$ -	NA	NA	NA	NA	(a)	<30-60 days		
Funds of funds	515	-	NA	NA	NA	NA	(b)	<30-90 days		
Other	576	-	NA	NA	NA	NA	(c)	<30-60 days		
Debt funds	7	-	NA	NA	NA	NA	(d)	30 days		
Equity funds	47	-	NA	NA	NA	NA	(e)	<30-90 days		
Private equity funds:										
Equity growth	79,036	9,183	(f) 100 %	15 %	39 %	46 %	NA	NA		

Edgar Filing: Lazard Ltd - Form 10-Q

Total \$86,898 \$ 9,183

(a) weekly (53%), monthly (1%) and quarterly (46%)

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

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

(d) daily (100%)

(e) daily (18%), monthly (51%) and quarterly (31%)

(f) Unfunded commitments to private equity investments consolidated but not owned by Lazard of \$6,904 are excluded. Such commitments are required to be funded by capital contributions from noncontrolling interest holders.

December 31, 2016

	Fair Value	Unfunded Commitments	% of Fair Value	Estimated Liquidation Period of Investments Not Redeemable			Investments Redeemable	
				Next 5 Years	5-10 Years	% Thereafter	Redemption Frequency	Redemption Notice Period
Alternative investment funds:								
Hedge funds	\$6,190	\$ -	NA	NA	NA	NA	(a)	<30-60 days
Funds of funds	492	-	NA	NA	NA	NA	(b)	<30-90 days
Other	443	-	NA	NA	NA	NA	(c)	<30-60 days
Debt funds	6	-	NA	NA	NA	NA	(d)	30 days
Equity funds	39	-	NA	NA	NA	NA	(e)	<30-90 days
Private equity funds:								
Equity growth	90,824	9,183	(f) 100 %	12 %	33 %	55 %	NA	NA
Mezzanine debt	31,597	-	100 %	-	-	100 %	NA	NA
Total	\$129,591	\$ 9,183						

17

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

(a) weekly (73%), monthly (2%) and quarterly (25%)

(b) monthly (98%) and quarterly (2%)

(c) daily (7%) and monthly (93%)

(d) daily (100%)

(e) daily (19%), monthly (50%) and quarterly (31%)

(f) Unfunded commitments to private equity investments consolidated but not owned by Lazard of \$6,886 are excluded. Such commitments are required to be funded by capital contributions from noncontrolling interest holders.

Investment Capital Funding Commitments—At June 30, 2017, the Company’s maximum unfunded commitments for capital contributions to investment funds primarily arose from commitments to EGCP III, which amounted to \$8,613. 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.

6. DERIVATIVES

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 condensed 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 condensed consolidated statements of operations.

In addition to the derivative instruments described above, the Company records derivative liabilities relating to its obligations pertaining to 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 condensed consolidated statements of financial condition. Changes in the fair value of the derivative liabilities are included in “compensation and benefits” in the condensed consolidated statements of operations, the impact of which equally offsets the changes in the fair value of investments which are currently expected to be delivered upon settlement of LFI and other similar deferred compensation arrangements, which are reported in “revenue-other” in the condensed consolidated statements of operations.

Edgar Filing: Lazard Ltd - Form 10-Q

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 12) on the accompanying condensed consolidated statements of financial condition as of June 30, 2017 and December 31, 2016:

	June 30, 2017	December 31, 2016
Derivative Assets:		
Forward foreign currency exchange rate contracts	\$2,595	\$ 1,993
Total return swaps and other (a)	-	-
	\$2,595	\$ 1,993
Derivative Liabilities:		
Forward foreign currency exchange rate contracts	\$2,694	\$ 2,792
Total return swaps and other (a)	5,648	9,043
LFI and other similar deferred compensation arrangements	167,958	170,388
	\$176,300	\$ 182,223

(a) For total return swaps, amounts represent the netting of gross derivative assets and liabilities of \$413 and \$6,061 as of June 30, 2017, respectively, and \$357 and \$9,400 as of December 31, 2016, respectively, for contracts with the same counterparty under

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

legally enforceable master netting agreements. Such amounts are recorded “net” in “other assets”, with receivables for net cash collateral under such contracts of \$14,686 and \$16,996 as of June 30, 2017 and December 31, 2016, respectively. 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 condensed consolidated statements of operations for the three month and six month periods ended June 30, 2017 and 2016, were as follows:

	Three Months		Six Months Ended	
	Ended June 30, 2017	2016	June 30, 2017	2016
Forward foreign currency exchange rate contracts	\$(6,630)	\$446	\$(5,158)	\$(6,854)
LFI and other similar deferred compensation arrangements	(5,753)	(312)	(13,106)	2,202
Total return swaps and other	(3,597)	(763)	(8,982)	(1,462)
Total	\$(15,980)	\$(629)	\$(27,246)	\$(6,114)

7. PROPERTY

At June 30, 2017 and December 31, 2016, property consisted of the following:

	Estimated Depreciable Life in Years	June 30,	December 31,
		2017	2016
Buildings	33	\$ 144,557	\$ 132,821
Leasehold improvements	3-20	172,823	175,810
Furniture and equipment	3-10	182,474	172,353
Construction in progress		7,527	14,038
Total		507,381	495,022
Less - Accumulated depreciation and amortization		307,080	286,001
Property		\$ 200,301	\$ 209,021

8. GOODWILL AND OTHER INTANGIBLE ASSETS

The components of goodwill and other intangible assets at June 30, 2017 and December 31, 2016 are presented below:

	June 30, 2017	December 31, 2016
Goodwill	\$381,902	\$ 373,117
Other intangible assets (net of accumulated amortization)	7,314	8,907
	\$389,216	\$ 382,024

At June 30, 2017 and December 31, 2016, goodwill of \$317,361 and \$308,576, 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 six month periods ended June 30, 2017 and 2016 are as follows:

	Six Months Ended June 30,	
	2017	2016
Balance, January 1	\$373,117	\$320,761
Foreign currency translation adjustments	8,785	2,178
Balance, June 30	\$381,902	\$322,939

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

All changes in the carrying amount of goodwill for the six month periods ended June 30, 2017 and 2016 are attributable to the Company's Financial Advisory segment.

The gross cost and accumulated amortization of other intangible assets as of June 30, 2017 and December 31, 2016, by major intangible asset category, are as follows:

	June 30, 2017			December 31, 2016		
	Gross Cost	Accumulated Amortization	Net Carrying Amount	Gross Cost	Accumulated Amortization	Net Carrying Amount
Success/performance fees	\$35,346	\$ 28,536	\$ 6,810	\$35,259	\$ 26,984	\$ 8,275
Management fees, customer relationships and non-compete agreements	33,739	33,235	504	33,728	33,096	632
	\$69,085	\$ 61,771	\$ 7,314	\$68,987	\$ 60,080	\$ 8,907

Amortization expense of intangible assets, included in "amortization and other acquisition-related costs" in the condensed consolidated statements of operations, for the three month and six month periods ended June 30, 2017 was \$822 and \$1,651, respectively, and for the three month and six month periods ended June 30, 2016 was \$330 and \$974, respectively. Estimated future amortization expense is as follows:

Year Ending December 31,	Amortization Expense (a)
2017 (July 1 through December 31)	\$ 1,258
2018	5,926
2019	76
2020	54
Total amortization expense	\$ 7,314

(a) Approximately 29% of intangible asset amortization is attributable to a noncontrolling interest.

9. SENIOR DEBT

Senior debt is comprised of the following as of June 30, 2017 and December 31, 2016:

	Initial Principal Amount	Maturity Date	Annual Interest Rate(a)	Outstanding as of			December 31, 2016		
				June 30, 2017 Principal	Unamortized Debt Costs	Unamortized Carrying Value	Principal	Unamortized Debt Costs	Unamortized Carrying Value
Lazard Group 2020									
Senior Notes	500,000	11/14/20	4.25 %	\$ 500,000	\$ 3,108	\$ 496,892	\$ 500,000	\$ 3,569	\$ 496,431
Lazard Group 2025									
Senior Notes	400,000	2/13/25	3.75 %	400,000	3,597	396,403	400,000	3,833	396,167
Lazard Group 2027									
Senior Notes	300,000	3/1/27	3.625 %	300,000	3,806	296,194	300,000	3,998	296,002
Total				\$ 1,200,000	\$ 10,511	\$ 1,189,489	\$ 1,200,000	\$ 11,400	\$ 1,188,600

(a) The effective interest rates of Lazard Group's 4.25% senior notes due November 14, 2020 (the "2020 Notes"), Lazard Group's 3.75% senior notes due February 13, 2025 (the "2025 Notes") and Lazard Group's 3.625% senior notes due March 1, 2027 (the "2027 Notes") are 4.43%, 3.87% and 3.76%, 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.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

Borrowings under the Amended and Restated Credit Agreement generally will bear interest at LIBOR plus an applicable margin for specific interest periods determined based on Lazard Group's highest credit rating from an internationally recognized credit agency. At June 30, 2017 and December 31, 2016, 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 June 30, 2017, the Company was in compliance with such provisions. All of the Company's senior debt obligations are unsecured.

As of June 30, 2017, the Company had approximately \$174,000 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 \$23,000 (at June 30, 2017 exchange rates).

The Company's senior debt at June 30, 2017 and December 31, 2016 is carried at historical amounts of \$1,189,489 and \$1,188,600, respectively. At those dates, the fair value of such senior debt was approximately \$1,240,000 and \$1,204,000, respectively. The fair value of the Company's senior debt is based on market quotations. The Company's senior debt would be categorized within Level 2 of the hierarchy of fair value measurements if carried at fair value.

10. COMMITMENTS AND CONTINGENCIES

Leases—The Company has various leases and other contractual commitments arising in the ordinary course of business.

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 June 30, 2017, LFB had \$3,388 of such indemnifications and held \$3,301 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 condensed consolidated statement of financial condition.

Business Acquisitions—For businesses acquired in 2016, consideration consists of (i) previously paid one-time cash payments, 60,817 shares of Class A common stock subject to non-compete provisions, and non-contingent interests exchangeable into 204,651 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 of June 30, 2017, none of the contingent shares had been 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 June 30, 2017, LFB and LFNY had no such underwriting commitments.

See Notes 5 and 13 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 condensed 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 CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

11. STOCKHOLDERS' EQUITY

Share Repurchase Program—During the six month period ended June 30, 2017 and since 2014, 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
April 2014	\$ 200,000	December 31, 2015
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

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"). 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 quarter to quarter due to a variety of factors. Purchases with respect to such program are set forth in the table below:

Six Months Ended June 30:	Purchased	Average
		Number of Shares Price Per
2016	5,646,092	\$ 34.49
2017	4,268,479	\$ 43.32

During the six month periods ended June 30, 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 six month periods ended June 30, 2017 and 2016, the Company purchased shares of Class A common stock from an executive officer. The aggregate value of all such purchases during the six month periods ended June 30, 2017 and 2016 was approximately \$14,700

and \$4,900, respectively.

As of June 30, 2017, a total of \$170,234 of share repurchase authorization remained available under the Company's share repurchase program, which will expire on December 31, 2018.

During the six month period ended June 30, 2017, 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.

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 both June 30, 2017 and December 31, 2016, no shares of Series A or Series B preferred stock were outstanding.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

Accumulated Other Comprehensive Income (Loss), Net of Tax (“AOCI”)—The tables below reflect the balances of each component of AOCI at June 30, 2017 and 2016 and activity during the three month and six month periods then ended:

	Three Months Ended June 30, 2017				Total Lazard Ltd
	Currency Translation Adjustments	Employee Benefit Plans	Total AOCI	Amount Attributable to Noncontrolling Interests	
Balance, April 1, 2017	\$(138,272)	\$(158,429)	\$(296,701)	\$ (2)	\$(296,699)
Activity:					
Other comprehensive income (loss) before reclassifications	26,167	(8,609)	17,558	-	17,558
Adjustments for items reclassified to earnings, net of tax	-	1,356	1,356	-	1,356
Net other comprehensive income (loss)	26,167	(7,253)	18,914	-	18,914
Balance, June 30, 2017	\$(112,105)	\$(165,682)	\$(277,787)	\$ (2)	\$(277,785)

	Six Months Ended June 30, 2017				Total Lazard Ltd
	Currency Translation Adjustments	Employee Benefit Plans	Total AOCI	Amount Attributable to Noncontrolling Interests	
Balance, January 1, 2017	\$(155,204)	\$(159,020)	\$(314,224)	\$ (2)	\$(314,222)
Activity:					
Other comprehensive income (loss) before reclassifications	43,099	(9,104)	33,995	-	33,995
Adjustments for items reclassified to earnings, net of tax	-	2,442	2,442	-	2,442

Edgar Filing: Lazard Ltd - Form 10-Q

Net other comprehensive income (loss)	43,099	(6,662)	36,437	-	36,437
Balance, June 30, 2017	\$(112,105)	\$(165,682)	\$(277,787)	\$ (2)	\$(277,785)

Three Months Ended June 30, 2016

	Amount				Total
	Currency Translation	Employee Benefit	Total	Attributable to Noncontrolling Interests	Lazard Ltd AOCI
Balance, April 1, 2016	\$(85,545)	\$(136,028)	\$(221,573)	\$ (1)	\$(221,572)
Activity:					
Other comprehensive loss before reclassifications	(16,104)	(475)	(16,579)	-	(16,579)
Adjustments for items reclassified to earnings, net of tax	-	1,121	1,121	-	1,121
Net other comprehensive income (loss)	(16,104)	646	(15,458)	-	(15,458)
Balance, June 30, 2016	\$(101,649)	\$(135,382)	\$(237,031)	\$ (1)	\$(237,030)

23

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

	Six Months Ended June 30, 2016				Total Lazard Ltd
	Currency Translation	Employee Benefit	Total	Amount Attributable to Noncontrolling	
Balance, January 1, 2016	\$ (97,284)	\$ (137,073)	\$ (234,357)	\$ (1)	\$ (234,356)
Activity:					
Other comprehensive loss before					
reclassifications	(4,365)	(616)	(4,981)	-	(4,981)
Adjustments for items reclassified to earnings,					
net of tax	-	2,307	2,307	-	2,307
Net other comprehensive income (loss)	(4,365)	1,691	(2,674)	-	(2,674)
Balance, June 30, 2016	\$ (101,649)	\$ (135,382)	\$ (237,031)	\$ (1)	\$ (237,030)

The table below reflects adjustments for items reclassified out of AOCI, by component, for the three month and six month periods ended June 30, 2017 and 2016:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Amortization relating to employee benefit plans (a)	\$ 1,552	\$ 1,524	\$ 2,914	\$ 3,103
Less - related income taxes	196	403	472	796
Total reclassifications, net of tax	\$ 1,356	\$ 1,121	\$ 2,442	\$ 2,307

(a) Included in the computation of net periodic benefit cost (see Note 13). Such amounts are included in “compensation and benefits” expense on the condensed 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.

Edgar Filing: Lazard Ltd - Form 10-Q

The tables below summarize net income attributable to noncontrolling interests for the three month and six month periods ended June 30, 2017 and 2016 and noncontrolling interests as of June 30, 2017 and December 31, 2016 in the Company's condensed consolidated financial statements:

	Net Income			
	Attributable to Noncontrolling			
	Interests			
	Three Months		Six Months	
	Ended		Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Edgewater	\$520	\$1,007	\$3,397	\$4,907
Other	3	-	3	-
Total	\$523	\$1,007	\$3,400	\$4,907

	Noncontrolling Interests	
	as of	
	June 30,	December 31,
	2017	2016
Edgewater	\$59,105	\$ 57,238
Other	582	588
Total	\$59,687	\$ 57,826

Dividends Declared, July 26, 2017—On July 26, 2017, the Board of Directors of Lazard declared a quarterly dividend of \$0.41 per share on our Class A common stock, payable on August 18, 2017, to stockholders of record on August 7, 2017.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

12. INCENTIVE PLANS

Share-Based Incentive Plan Awards

A description of Lazard Ltd's 2008 Plan and 2005 Equity Incentive Plan (the "2005 Plan") and activity with respect thereto during the three month and six month periods ended June 30, 2017 and 2016 is presented below.

Shares Available Under the 2008 Plan and 2005 Plan

The 2008 Plan authorizes the issuance of 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. Under the 2008 Plan, the maximum number of shares available is based on a formula that limits the aggregate number of shares that may, at any time, be subject to awards that are considered "outstanding" under the 2008 Plan to 30% of the then-outstanding shares of Class A common stock.

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. Each RSU or similar award granted under the 2005 Plan represents a contingent right to receive one share of Class A common stock, at no cost to the recipient. The fair value of such awards is generally determined based on the closing market price of Class A common stock at the date of grant. The 2005 Plan expired in the second quarter of 2015, although unvested awards granted under the 2005 Plan remain outstanding and 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 deferred stock units ("DSUs")) within the Company's accompanying condensed consolidated statements of operations for the three month and six month periods ended June 30, 2017 and 2016:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Share-based incentive awards:				
RSUs	\$54,354	\$40,564	\$110,295	\$94,972
PRSUs	16,417	10,335	28,199	27,024
Restricted Stock	13,161	8,342	22,810	31,818
DSUs	1,542	1,446	1,697	1,511

Edgar Filing: Lazard Ltd - Form 10-Q

Total	\$85,474	\$60,687	\$163,001	\$155,325
-------	----------	----------	-----------	-----------

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 previously recorded 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.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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 such period. During the six month periods ended June 30, 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:

	Six Months Ended June 30,	
	2017	2016
Number of RSUs issued	739,079	841,433
Charges to retained earnings, net of estimated forfeitures	\$31,335	\$28,364

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 31,280 and 38,771 DSUs granted during the six month periods ended June 30, 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 six month periods ended June 30, 2017 and 2016, 7,035 and 4,467 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.

26

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

The following is a summary of activity relating to RSUs and DSUs during the six month periods ended June 30, 2017 and 2016:

	RSUs	Weighted	DSUs	Weighted
		Average		Average
		Grant		Grant
		Date		Date
	Units	Fair	Units	Fair
		Value		Value
Balance, January 1, 2017	11,698,138	\$ 40.65	276,725	\$ 36.05
Granted (including 739,079 RSUs relating to dividend participation)	5,134,126	\$ 43.07	38,315	\$ 44.30
Forfeited	(92,011)	\$ 39.98	-	-
Vested	(3,937,970)	\$ 45.36	(43,465)	\$ 35.77
Balance, June 30, 2017	12,802,283	\$ 40.17	271,575	\$ 37.26
Balance, January 1, 2016	9,599,658	\$ 44.06	312,670	\$ 35.98
Granted (including 841,433 RSUs relating to dividend participation)	6,486,463	\$ 34.47	43,238	\$ 34.95
Forfeited	(94,692)	\$ 40.75	-	-
Vested	(4,233,894)	\$ 39.10	(84,759)	\$ 35.30
Balance, June 30, 2016	11,757,535	\$ 40.58	271,149	\$ 36.02

In connection with RSUs that vested during the six month periods ended June 30, 2017 and 2016, the Company satisfied its minimum statutory tax withholding requirements in lieu of delivering 1,267,560 and 1,382,153 shares of Class A common stock during such respective six month periods. Accordingly, 2,670,410 and 2,851,741 shares of Class A common stock held by the Company were delivered during the six month periods ended June 30, 2017 and 2016, respectively.

As of June 30, 2017, estimated unrecognized RSU compensation expense was approximately \$211,254, with such expense expected to be recognized over a weighted average period of approximately 1.0 year subsequent to June 30, 2017.

Restricted Stock

The following is a summary of activity related to shares of restricted Class A common stock associated with compensation arrangements during the six month periods ended June 30, 2017 and 2016:

	Restricted Shares	Weighted Average Grant Date Fair Value
Balance, January 1, 2017	1,655,073	\$ 40.95
Granted	841,355	\$ 42.58
Forfeited	(32,568)	\$ 41.96
Vested	(458,814)	\$ 45.57
Balance, June 30, 2017	2,005,046	\$ 40.56
Balance, January 1, 2016	713,738	\$ 47.12
Granted	1,795,258	\$ 36.78
Forfeited	(30,412)	\$ 39.96
Vested	(729,457)	\$ 36.72
Balance, June 30, 2016	1,749,127	\$ 40.96

In connection with shares of restricted Class A common stock that vested during the six month periods ended June 30, 2017 and 2016, the Company satisfied its minimum statutory tax withholding requirements in lieu of delivering 135,528 and 129,389 shares of Class A common stock during such respective six month periods. Accordingly, 323,286 and 600,068 shares of Class A common stock held by the Company were delivered during the six month periods ended June 30, 2017 and 2016, respectively.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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 June 30, 2017, estimated unrecognized restricted stock expense was approximately \$42,545, with such expense to be recognized over a weighted average period of approximately 0.9 years subsequent to June 30, 2017.

PRSU_s

PRSU_s 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. PRSU_s will vest on a single date 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. PRSU_s include dividend participation rights that provide that during vesting periods, the target number of PRSU_s (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 PRSU_s to which they relate.

The following is a summary of activity relating to PRSU_s during the six month periods ended June 30, 2017 and 2016:

		Weighted Average Grant Date Fair Value
	PRSU _s	
Balance, January 1, 2017	1,590,756	\$ 40.76
Granted (a)	458,113	\$ 43.76
Vested	(825,565)	\$ 42.27
Balance, June 30, 2017	1,223,304	\$ 40.86

Edgar Filing: Lazard Ltd - Form 10-Q

Balance, January 1, 2016	1,019,038	\$ 44.49
Granted (a)	627,956	\$ 32.91
Vested	(417,018)	\$ 38.43
Balance, June 30, 2016	1,229,976	\$ 40.63

(a) Represents PRSU awards granted during the relevant year at the target payout level.

In connection with certain PRSUs that vested or were settled during the six month periods ended June 30, 2017 and 2016, the Company satisfied its minimum statutory tax withholding requirements in lieu of delivering 126,264 and 64,169 shares of Class A common stock during such respective six month periods. Accordingly, 699,301 and 352,849 shares of Class A common stock held by the Company were delivered during the six month periods ended June 30, 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 June 30, 2017, the total estimated unrecognized compensation expense was approximately \$13,089, and the Company expects to amortize such expense over a weighted-average period of approximately 0.9 years subsequent to June 30, 2017.

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, 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

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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 condensed 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 six month periods ended June 30, 2017 and 2016:

	Prepaid	
	Compensation	Compensation
	Asset	Liability
Balance, January 1, 2017	\$ 49,650	\$ 170,388
Granted	77,580	77,580
Settled	-	(95,633)
Forfeited	(585)	(933)
Amortization	(39,503)	-
Change in fair value related to:		
Increase in fair value of underlying investments	-	13,106
Adjustment for estimated forfeitures	-	2,138
Other	942	1,312
Balance, June 30, 2017	\$ 88,084	\$ 167,958
	Prepaid	
	Compensation	Compensation
	Asset	Liability
Balance, January 1, 2016	\$ 75,703	\$ 193,574
Granted	51,871	51,871
Settled	-	(68,628)
Forfeited	(704)	(1,228)
Amortization	(37,890)	-
Change in fair value related to:		
Decrease in fair value of underlying investments	-	(2,202)

Edgar Filing: Lazard Ltd - Form 10-Q

Adjustment for estimated forfeitures	-	3,385
Other	(873)	357
Balance, June 30, 2016	\$ 88,107	\$ 177,129

The amortization of the prepaid compensation asset will generally be recognized over a weighted average period of approximately 1.0 year subsequent to June 30, 2017.

The following is a summary of the impact of LFI and other similar deferred compensation arrangements on “compensation and benefits” expense within the accompanying condensed consolidated statements of operations for the three month and six month periods ended June 30, 2017 and 2016:

	Three Months		Six Months Ended	
	Ended June 30, 2017	2016	June 30, 2017	2016
Amortization, net of forfeitures	\$28,310	\$19,852	\$41,293	\$40,751
Change in the fair value of underlying investments	5,753	312	13,106	(2,202)
Total	\$34,063	\$20,164	\$54,399	\$38,549

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

13. 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 “medical plan” and together with the pension plans, the “post-retirement plans”). The Company also offers defined contribution plans to its employees. The post-retirement 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 on the condensed consolidated statements of operations.

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 (the “Trustees”). Management also evaluates from time to time whether to make voluntary contributions to the plans.

The following table summarizes the components of net periodic benefit cost (credit) related to the Company’s post-retirement plans for the three month and six month periods ended June 30, 2017 and 2016:

	Pension Plans		Medical Plan	
	Three Months Ended		June 30,	
	2017	2016	2017	2016
Components of Net Periodic Benefit Cost (Credit):				
Service cost	\$335	\$314	\$-	\$2
Interest cost	4,086	5,246	-	38
Expected return on plan assets	(6,455)	(7,233)	-	-
Amortization of:				
Prior service cost	-	604	-	-
Net actuarial loss (gain)	1,552	1,012	-	(92)
Net periodic benefit cost (credit)	\$(482)	\$(57)	\$-	\$(52)

	Pension Plans		Medical Plan	
	Six Months Ended		June 30,	
	2017	2016	2017	2016
Components of Net Periodic Benefit Cost (Credit):				
Service cost	\$675	\$621	\$-	\$6
Interest cost	8,067	10,459	-	83
Expected return on plan assets	(12,560)	(14,399)	-	-

Amortization of:				
Prior service cost	30	1,194	-	-
Net actuarial loss (gain)	2,884	2,001	-	(92)
Net periodic benefit cost (credit)	\$(904)	\$(124)	\$-	\$(3)

14. 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 New York City Unincorporated Business Tax (“UBT”) attributable to its operations apportioned to New York City.

The Company recorded income tax provisions of \$51,600 and \$91,367 for the three month and six month periods ended June 30, 2017, respectively, and \$31,872 and \$59,526 for the three month and six month periods ended June 30, 2016, respectively, representing effective tax rates of 29.9%, 28.3%, 28.1% and 28.1%, respectively. The difference between the U.S. federal statutory rate of 35.0% and the effective tax rates reflected above principally relates to (i) taxes payable to foreign jurisdictions that are not offset against U.S. income taxes, (ii) foreign source income (loss) not subject to U.S. income taxes (including interest on intercompany

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

financings), (iii) change in the U.S. federal valuation allowance affecting the provision for income taxes, (iv) excess net tax benefit for share-based incentive compensation, and (v) U.S. state and local taxes, which are incremental to the U.S. federal statutory tax rate.

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 \$8,269 from the vesting of share-based incentive compensation in the provision for income taxes in the condensed consolidated statements of operations for the six month period ended June 30, 2017. 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. See Note 2 for further information on the adoption of this new guidance.

Substantially all of Lazard's operations outside the U.S. are conducted in "pass-through" entities for U.S. income tax purposes. The Company provides for U.S. income taxes on a current basis for those earnings. The repatriation of prior earnings attributable to "non-pass-through" entities would not result in the recognition of a material amount of additional U.S. income taxes.

15. NET INCOME PER SHARE OF CLASS A COMMON STOCK

The Company's basic and diluted net income per share calculations for the three month and six month periods ended June 30, 2017 and 2016 are computed as described below.

Basic Net Income Per Share

Numerator—utilizes net income attributable to Lazard Ltd for the respective periods.

Denominator—utilizes the weighted average number of shares of Class A common stock outstanding for the respective periods, 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 periods 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 periods 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.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

The calculations of the Company's basic and diluted net income per share and weighted average shares outstanding for the three month and six month periods ended June 30, 2017 and 2016 are presented below:

	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
Net income attributable to Lazard Ltd - basic	\$120,378	\$80,357	\$227,931	\$147,180
Net income attributable to Lazard Ltd - diluted	\$120,378	\$80,357	\$227,931	\$147,180
Weighted average number of shares of Class A common				
stock outstanding	122,085,842	125,389,937	122,308,531	125,679,184
Add - adjustment for shares of Class A common stock				
issuable on a non-contingent basis	282,308	72,011	283,125	72,011
Weighted average number of shares of Class A common				
stock outstanding - basic	122,368,150	125,461,948	122,591,656	125,751,195
Add - dilutive effect, as applicable, of:				
Weighted average number of incremental shares of Class A				
common stock issuable from share-based				
incentive compensation	9,771,466	6,879,574	9,822,840	6,865,208
Weighted average number of shares of Class A common stock				
outstanding - diluted	132,139,616	132,341,522	132,414,496	132,616,403
Net income attributable to Lazard Ltd per share of Class				
A common stock:				
Basic	\$0.98	\$0.64	\$1.86	\$1.17
Diluted	\$0.91	\$0.61	\$1.72	\$1.11

16. 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 fees for providing such services. Investment advisory fees relating to such services were \$167,382 and \$307,959 for the three month and six month periods ended June 30, 2017, respectively, and \$124,794 and \$243,704 for the three month and six month periods ended June 30, 2016, respectively, and are included in “asset management fees” on the condensed consolidated statements of operations. Of such amounts, \$70,069 and \$49,944 remained as receivables at June 30, 2017 and December 31, 2016, respectively, and are included in “fees receivable” on the condensed 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, including our executive officers, in proportion to their beneficial interests in the Trust.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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, the current structure of the Company and various assumptions regarding potential future operating profitability. The assumptions reflected in the estimate involve significant judgment. 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 condensed consolidated statement of operations. Adjustments, if necessary, to the related deferred tax assets would be recorded through the "provision (benefit) for income taxes".

The cumulative liability relating to our obligations under the Amended and Restated Tax Receivable Agreement as of June 30, 2017 and December 31, 2016 was \$512,834 and \$513,610, respectively, and is recorded in "tax receivable agreement obligation" on the condensed consolidated statements of financial condition. The balance at June 30, 2017 reflects a payment made under the Amended and Restated Tax Receivable Agreement in the six months ended June 30, 2017 of \$776.

Other

See Note 11 for information regarding related party transactions pertaining to shares repurchased from certain of our executive officers.

17. 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 June 30, 2017, LFNY's regulatory net capital was \$137,797, which exceeded the minimum requirement by \$132,594. LFNY's aggregate indebtedness to net capital ratio was 0.57:1 as of June 30, 2017.

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 June 30, 2017, the aggregate regulatory net capital of the U.K. Subsidiaries was \$175,791, which exceeded the minimum requirement by \$157,587.

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 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 (asset management), also are subject to regulation and supervision by the Autorité des Marchés Financiers. At June 30, 2017, the consolidated regulatory net capital of CFLF was \$142,142, which exceeded the minimum requirement set for regulatory capital levels by \$94,690. 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. At March 31, 2017, the regulatory net capital of the combined European regulated group was \$158,032, which exceeded the minimum requirement set for regulatory capital levels by \$77,775. 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.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

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

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 June 30, 2017, for those subsidiaries with regulatory capital requirements, their aggregate net capital was \$147,083, which exceeded the minimum required capital by \$120,275.

At June 30, 2017, 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.

18. 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 three month and six month periods ended June 30, 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.

LAZARD LTD

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(UNAUDITED)

(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:

		Three Months Ended June 30,		Six Months Ended June 30,	
		2017	2016	2017	2016
Financial Advisory	Net Revenue	\$410,882	\$286,965	\$746,694	\$552,979
	Operating Expenses	313,719	233,727	576,470	460,805
	Operating Income	\$97,163	\$53,238	\$170,224	\$92,174
Asset Management	Net Revenue	\$309,878	\$254,126	\$593,241	\$499,885
	Operating Expenses	215,901	182,702	404,652	357,863
	Operating Income	\$93,977	\$71,424	\$188,589	\$142,022
Corporate	Net Revenue	\$(3,580)	\$(6,411)	\$709	\$(19,966)
	Operating Expenses	15,059	5,015	36,824	2,617
	Operating Loss	\$(18,639)	\$(11,426)	\$(36,115)	\$(22,583)
Total	Net Revenue	\$717,180	\$534,680	\$1,340,644	\$1,032,898
	Operating Expenses	544,679	421,444	1,017,946	821,285
	Operating Income	\$172,501	\$113,236	\$322,698	\$211,613

	As Of	
	June 30, 2017	December 31, 2016
Total Assets		
Financial Advisory	\$985,239	\$907,035
Asset Management	624,973	645,653
Corporate	3,159,550	3,003,820
Total	\$4,769,762	\$4,556,508

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with Lazard Ltd's condensed consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q (the "Form 10-Q"), as well as Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") included in our Annual Report on Form 10-K for the year ended December 31, 2016 (the "Form 10-K"). All references to "2017," "2016," "second quarter," "first half" or "the period" refer to, as the context requires, the three month and six month periods ended June 30, 2017 and June 30, 2016.

Forward-Looking Statements and Certain Factors that May Affect Our Business

Management has included in Parts I and II of this Form 10-Q, including in its MD&A, statements 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" and the 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, those discussed in our Form 10-K under the caption "Risk Factors," including the following:

- a decline in general economic conditions or global or regional financial markets;
- a decline in our revenues, for example due to a decline in overall mergers and acquisitions ("M&A") activity, our share of the M&A market or our assets under management ("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 the Form 10-K and this Form 10-Q 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-Q 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 the ratio of awarded 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;

36

- 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 and strategic advisory and restructuring activity, the market for asset management activity and other macroeconomic and industry trends;
- effects of competition on our business; and
- impact of future legislation and regulation 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) 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 various mutual funds, hedge funds and other investment products managed by 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-Q.

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 M&A and other strategic matters, restructurings, capital structure, capital raising, shareholder advisory, and various other financial matters, 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.

37

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:

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Financial Advisory	57 %	54 %	56 %	54 %
Asset Management	43	47	44	48
Corporate	-	(1)	-	(2)
Total	100 %	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, (ii) a fund targeting significant noncontrolling-stake investments in established private companies and (iii) until the second quarter of 2017, a mezzanine fund (the "Mezzanine Fund"), which invests in mezzanine debt of a diversified selection of small- to mid-cap European companies. Lazard sold its interest in the Mezzanine Fund in May 2017. 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 AUM, 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.

Equity market indices for developed and emerging markets at June 30, 2017 generally increased as compared to such indices at June 30, 2016 and December 31, 2016. In the global M&A markets during the first half of 2017, the value and number of all completed M&A transactions decreased as compared to the same period in the prior year, as did the subset of such transactions involving values greater than \$500 million. During the same time, the value and number of all announced M&A transactions, as well as the value of the subset of such transactions involving values greater than \$500 million, also decreased. During the first half of 2017, global restructuring activity, as measured by the number of corporate defaults, decreased as compared to the first half of 2016, primarily due to a lower level of defaults in the commodity sectors.

On an ongoing basis, regional, macroeconomic and geopolitical factors, including any potential regional tax or regulatory reform, may impact our business. Overall, the global macroeconomic outlook for the near- to mid-term appears positive. The U.S. economy appears to be healthy, and the European economy seems to continue to recover.

Corporate cash balances remain high, and interest rates remain low for companies with strong credit ratings. Although market volatility may affect our business from time to time, the longer-term trends appear to remain favorable for both of our businesses.

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. Although the strength of our Financial Advisory business in the second half of 2016 could make comparisons to future periods more challenging, we believe our Financial Advisory business is in a strong competitive position. Demand continues for expert, independent strategic advice that can be levered across geographies and our range of advisory 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. In the third quarter of 2016, we expanded our North American Financial Advisory business through the acquisition of an independent financial advisory firm based in Canada. In addition, in October 2016, we acquired the portion of MBA Lazard that we did not previously own, thereby fully integrating our Latin American operations. We believe that these transactions have augmented the strength of our Financial Advisory business throughout the Americas.

38

•**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, we expect an increasing share of our AUM to come from the developing economies in Asia, Latin America and the Middle East, as their retirement systems evolve and individual wealth is increasingly deployed in the financial markets. Our global footprint is already well established in the developed economies and we expect our business in the developing economies will slowly expand. 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. Recent examples of growth initiatives include the following investment strategies: European Long/Short Equity, various Quantitative Equity strategies, various Multi-Asset strategies, a Real Assets strategy, and a Global Equity Franchise 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 our 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 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 and number of all completed transactions, including completed transactions with values greater than \$500 million, decreased in the first half of 2017 as compared to 2016. With respect to announced M&A transactions, the value and number of all transactions, as well as the value of the subset of such transactions involving values greater than \$500 million, decreased in the first half of 2017 as compared to 2016.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	Incr / (Decr)	2017	2016	Incr / (Decr)
	(\$ in billions)					
Completed M&A Transactions:						
All deals:						
Value	\$861	\$938	(8)%	\$1,712	\$1,843	(7)%
Number	8,608	9,694	(11)%	18,412	19,674	(6)%
Deals Greater than \$500 million:						
Value	\$672	\$710	(5)%	\$1,307	\$1,393	(6)%
Number	244	275	(11)%	536	539	(1)%
Announced M&A Transactions:						

Edgar Filing: Lazard Ltd - Form 10-Q

All deals:							
Value	\$833	\$925	(10)%	\$1,595	\$1,662	(4)%	
Number	9,280	9,734	(5)%	19,352	19,753	(2)%	
Deals Greater than \$500 million:							
Value	\$610	\$686	(11)%	\$1,151	\$1,201	(4)%	
Number	294	306	(4)%	556	544	2 %	

Source: Dealogic as of July 7, 2017.

Global restructuring activity during the first half of 2017, as measured by the number of corporate defaults, decreased as compared to the first half of 2016. The number of defaulting issuers decreased to 50 in the first half of 2017, according to Moody's Investors Service, Inc., as compared to 88 in the first half of 2016, primarily due to a lower level of defaults in the commodity sectors.

Net revenue trends in Financial Advisory for M&A and Strategic Advisory and Restructuring 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. For example, our M&A and Strategic Advisory revenue, which includes M&A Advisory, Capital Advisory, Capital Raising and Sovereign Advisory revenue, increased 30% in the first half of 2017 as compared to 2016. The industry statistics for global M&A transactions described above reflect a 7% and 6% decrease in the value and number, respectively, of all completed transactions in the first half of 2017 as compared to 2016. For M&A deals with values greater than \$500 million, the value and number of completed transactions in the first half of 2017 decreased 6% and 1%, respectively, as compared to 2016. In addition, with respect to our restructuring activity, revenue increased 53% in the first half of 2017 as compared to 2016, in contrast to a 43% decrease in global default activity in the first half of 2017 as compared to 2016.

Asset Management

The percentage change in major equity market indices at June 30, 2017, as compared to such indices at March 31, 2017, December 31, 2016, and at June 30, 2016, is shown in the table below.

	Percentage Changes					
	June 30, 2017 vs.					
	March 31, 2017		December 31, 2016		June 30, 2016	
	2017	2016	2017	2016	2017	2016
MSCI World Index	3 %	9 %	3 %	9 %	16 %	16 %
Euro Stoxx	(2)%	5 %	(2)%	5 %	20 %	20 %
MSCI Emerging Market	5 %	17 %	5 %	17 %	21 %	21 %
S&P 500	3 %	8 %	3 %	8 %	15 %	15 %

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 June 30, 2017 increased 14% versus AUM at December 31, 2016, primarily due to market and foreign exchange appreciation and net inflows. Average AUM for the second quarter of 2017 was 15% higher than the average AUM for the second quarter of 2016. Average AUM for the first half of 2017 increased 14% as compared to average AUM in the first half of 2016.

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, strategic advisory matters, restructuring and capital structure advisory services, capital raising and similar transactions. 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 Lazard Asset Management LLC (together with its subsidiaries, "LAM"), Lazard Frères Gestion SAS ("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 a 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, principal investments in private equity funds and "equity method" investments, 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 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 2017 is not significant compared to Lazard's net revenue, total assets in the Corporate segment represented 66% of Lazard's consolidated total assets as of June 30, 2017, 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. LFB, as a registered bank, is engaged primarily in commercial and private banking services for clients and funds managed by LFG and other clients, and asset-liability management.

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 2008 Incentive Compensation Plan (the “2008 Plan”), and (b) LFI and other similar deferred compensation arrangements (see Note 12 of Notes to Condensed 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.

For interim periods, we use “adjusted compensation and benefits expense” and the ratio of “adjusted compensation and benefits expense” to “operating revenue,” both non-U.S. 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 related ratios to “operating revenue,” see the table under “Consolidated Results of Operations” below.

We believe that “awarded compensation and benefits expense” and the ratio of “awarded compensation and benefits expense” to “operating revenue,” both non-U.S. 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-U.S. 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 2017 related to the 2016 year-end compensation process), including Performance-based restricted stock unit (“PRSU”) 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 awards at the end of their respective performance periods;
- we reduce the amounts in (i), (ii) and (iii) above by an estimate of future forfeitures with respect to such awards; and
- we adjust for year-end foreign exchange fluctuations.

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 56.5%, respectively, for the year ended December 31, 2016. 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 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.

We believe that “adjusted non-compensation expense”, a non-U.S. 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 “amortization and other acquisition-related costs”, which includes the change in fair value of the contingent consideration associated with business acquisitions.

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 14 of Notes to Condensed Consolidated Financial Statements for additional information).

See “Critical Accounting Policies and Estimates—Income Taxes” below and Notes 14 and 16 of Notes to Condensed Consolidated Financial Statements for additional information regarding income taxes 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 11 of Notes to Condensed Consolidated Financial Statements for information regarding the Company’s noncontrolling interests.

Consolidated Results of Operations

Lazard's condensed 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 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 condensed 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. Since the middle of 2014, the value of the U.S. Dollar has strengthened against many other major currencies. As a result, net revenue for the three month and six month periods ended June 30, 2017 was negatively impacted in comparison to the prior year period. The majority of the negative impact was offset by the positive impact of the exchange rate movements on our operating expenses denominated in currencies other than the U.S. Dollar.

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
	(\$ in thousands)			
Net Revenue	\$717,180	\$534,680	\$1,340,644	\$1,032,898
Operating Expenses:				
Compensation and benefits	414,612	308,310	776,413	605,520
Non-compensation	128,810	112,804	236,702	214,791
Amortization and other acquisition-related costs	1,257	330	4,831	974
Total operating expenses	544,679	421,444	1,017,946	821,285
Operating Income	172,501	113,236	322,698	211,613
Provision for income taxes	51,600	31,872	91,367	59,526
Net Income	120,901	81,364	231,331	152,087
Less - Net Income Attributable to Noncontrolling Interests	523	1,007	3,400	4,907
Net Income Attributable to Lazard Ltd	\$120,378	\$80,357	\$227,931	\$147,180
Operating Income, as a % of net revenue	24.1	% 21.2	% 24.1	% 20.5

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(\$ in thousands)			
Operating Revenue:				
Net revenue	\$717,180	\$534,680	\$1,340,644	\$1,032,898
Adjustments:				
Interest expense (a)	11,832	11,337	25,097	22,883
Revenue related to noncontrolling interests (b)	(3,098)	(3,398)	(8,040)	(9,610)
(Gains) losses on investments pertaining to LFI (c)	(5,753)	(312)	(13,106)	2,202
Operating revenue	\$720,161	\$542,307	\$1,344,595	\$1,048,373

- (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) Revenue related to the consolidation of noncontrolling interests is excluded from operating revenue because the Company has no economic interest in such amount.
- (c) 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.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(\$ in thousands)			
Adjusted Compensation and Benefits Expense:				
Total compensation and benefits expense	\$414,612	\$308,310	\$776,413	\$605,520
Adjustments:				
Noncontrolling interests (a)	(1,968)	(1,594)	(3,611)	(3,346)
(Charges) credits pertaining to LFI (b)	(5,753)	(312)	(13,106)	2,202
Adjusted compensation and benefits expense	\$406,891	\$306,404	\$759,696	\$604,376
Adjusted compensation and benefits expense, as a % of operating revenue	56.5	% 56.5	% 56.5	% 57.6

- (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.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016

Edgar Filing: Lazard Ltd - Form 10-Q

(\$ in thousands)

Adjusted Non-Compensation Expense:							
Total non-compensation expense	\$128,810	\$112,804	\$236,702	\$214,791			
Adjustments:							
Expenses associated with ERP system implementation (a)	(8,861)	-	(8,861)	-			
Expenses related to office space reorganization (b)	(3,161)	-	(3,161)	-			
Noncontrolling interests (c)	(677)	(637)	(1,099)	(1,035)			
Adjusted non-compensation expense	\$116,111	\$112,167	\$223,581	\$213,756			
Adjusted non-compensation expense, as a % of operating revenue	16.1 %	20.7 %	16.6 %	20.4 %			

(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) Expenses related to the consolidation of noncontrolling interests are excluded because the Company has no economic interest in such amounts.

Edgar Filing: Lazard Ltd - Form 10-Q

	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
(\$ in thousands)				
Earnings From Operations:				
Operating revenue	\$720,161	\$542,307	\$1,344,595	\$1,048,373
Deduct:				
Adjusted compensation and benefits expense	(406,891)	(306,404)	(759,696)	(604,376)
Adjusted non-compensation expense	(116,111)	(112,167)	(223,581)	(213,756)
Earnings from operations	\$197,159	\$123,736	\$361,318	\$230,241
Earnings from operations, as a % of operating revenue	27.4 %	22.8 %	26.9 %	22.0 %

Headcount information is set forth below:

	As of		
	June 30, 2017	December 31, 2016	June 30, 2016
Headcount:			
Managing Directors:			
Financial Advisory	157	149	146
Asset Management	97	92	93
Corporate	21	20	20
Total Managing Directors	275	261	259
Other Employees:			
Business segment professionals	1,288	1,276	1,236
All other professionals and support staff	1,262	1,244	1,210
Total	2,825	2,781	2,705

Operating Results

The Company's quarterly revenue and profits can fluctuate materially depending on the number, size and timing of completed transactions on which it advised, as well as seasonality, the performance of equity markets and other factors. Accordingly, the revenue and profits in any particular quarter may not be indicative of future results. Lazard management believes that annual results are the most meaningful basis for comparison among present, historical and future periods.

Three Months Ended June 30, 2017 versus June 30, 2016

The Company reported net income attributable to Lazard Ltd of \$120 million, as compared to net income of \$80 million in the 2016 period.

Net revenue increased \$183 million, or 34%, with operating revenue increasing \$178 million, or 33%, as compared to the 2016 period. Fee revenue from investment banking and other advisory activities increased \$124 million, or 43%, as compared to the 2016 period, due to an increase in M&A and Strategic Advisory and Restructuring revenue. Asset management fees, including incentive fees, increased \$53 million, or 22%, as compared to the 2016 period, primarily due to an increase in average AUM. In the aggregate, interest income, other revenue and interest expense increased \$6 million as compared to the 2016 period, primarily due to gains in the 2017 period attributable to investments held in connection with LFI.

Compensation and benefits expense increased \$106 million, or 34%, as compared to the 2016 period, primarily associated with increased operating revenue.

Adjusted compensation and benefits expense (which excludes certain items and which we believe allows for improved comparability between periods, as described above) was \$407 million, an increase of \$101 million, or 33%, as compared to \$306 million in the 2016 period. The ratio of adjusted compensation and benefits expense to operating revenue was 56.5% for both the 2017 and 2016 periods and 56.5% for full-year 2016.

Non-compensation expense increased \$16 million, or 14%, as compared to the 2016 period, 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 the growth in AUM. Adjusted non-compensation expense, which excludes non-compensation costs related to the ERP system implementation, office space reorganization and noncontrolling interests, increased \$4 million, or 4%, as compared to the 2016 period. The ratio of adjusted non-compensation expense to operating revenue was 16.1% for the 2017 period, as compared to 20.7% in the 2016 period.

Amortization and other acquisition-related costs increased \$1 million as compared to the 2016 period, primarily due to the change in the fair market value of contingent consideration.

Operating income increased \$59 million, or 52%, as compared to the 2016 period.

Earnings from operations increased \$73 million, or 59%, as compared to the 2016 period, and, as a percentage of operating revenue, was 27.4%, as compared to 22.8% in the 2016 period.

The provision for income taxes reflects an effective tax rate of 29.9%, as compared to 28.1% for the 2016 period. The effective tax rate increased primarily due to the change in the geographic mix of earnings.

Net income attributable to noncontrolling interests was substantially unchanged as compared to the 2016 period.

Six Months Ended June 30, 2017 versus June 30, 2016

The Company reported net income attributable to Lazard Ltd of \$228 million, as compared to net income of \$147 million in the 2016 period.

Net revenue increased \$308 million, or 30%, with operating revenue increasing \$296 million, or 28%, as compared to the 2016 period. Fee revenue from investment banking and other advisory activities increased \$193 million, or 35%, as compared to the 2016 period, due to an increase in M&A and Strategic Advisory and Restructuring revenue. Asset management fees, including incentive fees, increased \$92 million, or 19%, as compared to the 2016 period, primarily due to an increase in average AUM. In the aggregate, interest income, other revenue and interest expense increased \$23 million as compared to the 2016 period, primarily due to gains in the 2017 period attributable to investments held in connection with LFI.

Compensation and benefits expense increased \$171 million, or 28%, as compared to the 2016 period, primarily associated with increased operating revenue.

Adjusted compensation and benefits expense (which excludes certain items and which we believe allows for improved comparability between periods, as described above) was \$760 million, an increase of \$156 million, or 26%, as compared to \$604 million in the 2016 period. The ratio of adjusted compensation and benefits expense to operating revenue was 56.5% for the 2017 period, as compared to 57.6% for the 2016 period and 56.5% for full-year 2016.

Non-compensation expense increased \$22 million, or 10%, as compared to the 2016 period, 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 the growth in AUM. Adjusted non-compensation expense, which excludes non-compensation costs related to the ERP system implementation, office space reorganization and noncontrolling interests, increased \$10 million, or 5%, as compared to the 2016 period. The ratio of adjusted non-compensation expense to operating revenue was 16.6% for the 2017 period, as compared to 20.4% in the 2016 period.

Amortization and other acquisition-related costs increased \$4 million as compared to the 2016 period, primarily due to the change in the fair market value of contingent consideration.

Operating income increased \$111 million, or 52%, as compared to the 2016 period.

Earnings from operations increased \$131 million, or 57%, as compared to the 2016 period, and, as a percentage of operating revenue, was 26.9%, as compared to 22.0% in the 2016 period.

The provision for income taxes reflects an effective tax rate of 28.3%, as compared to 28.1% for the 2016 period. The effective tax rate reflects the Company's adoption of new accounting guidance on share-based incentive compensation and the change in the geographic mix of earnings. See Notes 2 and 14 of Notes to Condensed Consolidated Financial Statements.

Net income attributable to noncontrolling interests decreased \$2 million, or 31%, as compared to the 2016 period.

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.

Effective January 1, 2017, the Company's reporting by geographic region was transitioned from the Company's previously disclosed North America, Europe and rest of the world regions to the Americas; Europe, Middle East and Africa ("EMEA"); and Asia Pacific. Comparable prior year information has been recast to reflect our revised geographic presentation.

Financial Advisory

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(\$ in thousands)			
Net Revenue	\$410,882	\$286,965	\$746,694	\$552,979
Operating Expenses	313,719	233,727	576,470	460,805
Operating Income	\$97,163	\$53,238	\$170,224	\$92,174
Operating Income, as a % of net revenue	23.6	% 18.6	% 22.8	% 16.7

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

	Three Months Ended	Six Months Ended
--	--------------------------	---------------------

Edgar Filing: Lazard Ltd - Form 10-Q

	June 30,		June 30,	
	2017	2016	2017	2016
Lazard Statistics:				
Number of clients with fees greater than \$1 million:				
Total Financial Advisory	84	66	152	129
M&A and Strategic Advisory	79	54	133	109
Percentage of total Financial Advisory net revenue from top 10				
clients	43%	40%	35%	26%
Number of M&A transactions completed with values greater than				
\$500 million (a)	21	23	48	42

(a) Source: Dealogic as of July 7, 2017.

47

Edgar Filing: Lazard Ltd - Form 10-Q

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.

Three	Six
Months	Months
Ended	Ended
June 30,	