
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1 REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CBRE HOLDING, INC.
(Exact name of registrant as specified in its charter)

<TABLE>			
<S>	Delaware	<C>	<C>
	(State or other jurisdiction of incorporation or organization)	6500 (Primary Standard Industrial Classification Code Number)	94-3391143 (I.R.S. Employer Identification Number)
</TABLE>			

909 Montgomery Street, Suite 400
San Francisco, California 94133
(Address of Principal Executive Offices) (Zip Code)

W. Brett White
President and Director
CBRE Holding, Inc.
909 Montgomery Street, Suite 400
San Francisco, California 94133
(415) 434-1111
(Name, Address and Telephone number, including
area code, of agent for service)

Copies to:

<TABLE>			
<S>	Ellis Reiter, Esq. Executive Vice President & General Counsel of Litigation CB Richard Ellis Services, Inc. 355 South Grand Avenue, Suite 3295 Los Angeles, CA 90071-1549 (213) 613-3225	<C>	<C>
		Murray Indick, Esq. BLUM Capital Partners, L.P. 909 Montgomery Street San Francisco, CA 94133 (415) 434-1111	Richard Capelouto, Esq. Simpson Thacher & Bartlett 3330 Hillview Avenue Palo Alto, California 94304 (650) 251-5000
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Approximate date of commencement of proposed sale to the public: Not applicable.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

DEREGISTRATION OF SHARES OF CLASS A COMMON STOCK AND THEIR OPTIONS

CBRE Holding, Inc. (the "Company") is filing this Post-Effective Amendment No. 1 to deregister (i) 2,280,591 shares of Class A Common Stock of the Company (the "Class A Common Stock") and (ii) 312,340 options to acquire shares of Class A Common Stock, which were registered under the Company's Registration Statement

on Form S-1 (File No. 333-59440), together with all exhibits and amendments thereto (the "Registration Statement"), which was originally filed with the Commission on April 24, 2001. The Company has completed the sale of the shares of its Class A Common Stock and options to acquire shares of Class A Common Stock and wishes to deregister the shares and options that were not sold pursuant to its offering under the Registration Statement.

The Company intends to carryforward any excess registration fees it paid in connection with the Registration Statement to be used in future registrations.

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints James H. Leonetti his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all Amendments (including Post-Effective Amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute, may lawfully do or cause to be done by virtue hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Francisco, state of California, on January 23, 2002.

CBRE HOLDING, INC.

By: /s/ JAMES H. LEONETTI

Name: James H. Leonetti
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated:

<TABLE>		
<CAPTION>		
Signature	Title	Date
<S>	<C>	<C>
/s/ Raymond E. Wirta ----- Raymond E. Wirta	Chief Executive Officer and Director (Principal Executive Officer)	January 29, 2002
/s/ James H. Leonetti ----- James H. Leonetti	Chief Financial Officer (Principal Financial and Accounting Officer)	January 23, 2002
/s/ W. Brett White ----- W. Brett White	Director and President	January 29, 2002
/s/ Richard C. Blum ----- Richard C. Blum	Chairman of the Board of Directors	January 29, 2002
/s/ Jeffrey A. Cozad ----- Jeffrey A. Cozad	Director	January 25, 2002

<TABLE>		
<CAPTION>		
<S>	<C>	<C>
/s/ Cathy A. Delcoco ----- Cathy A. Delcoco	Director	January 23, 2002
/s/ Frederic V. Malek ----- Frederic V. Malek	Director	January 29, 2002

/s/ Bradford M. Freeman

Bradford M. Freeman

Director

January 29, 2002

/s/ Claus J. Moller

Claus J. Moller

Director

January 29, 2002

/s/ Gary L. Wilson

Gary L. Wilson
</TABLE>

Director

January 29, 2002