SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): February 20, 2003

CBRE HOLDING, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE (State or Other Jurisdiction of Incorporation)

000-32983 (Commission File Number) 94-3391143 (IRS Employer Identification No.)

355 S. Grand Avenue, Suite 3100, Los Angeles, California

(Address of Principal Executive Offices)

90071 (Zip Code)

(213) 613-3226

Registrant's Telephone Number, Including Area Code

NA

(Former Name or Former Address, if Changed Since Last Report)

This Current Report on Form 8-K is filed by CBRE Holding, Inc., a Delaware corporation (the Company), in connection with the matters described herin.

Item 9. Regulation FD Disclosure

CBRE Holding, Inc. issued a press release dated February 20, 2003 announcing its unaudited results of operations for the quarter and year ended December 31, 2002.

The press release is filed herewith as Exhibit 99.1.

Signature

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

Date: February 21, 2003 CBRE HOLDING, INC.

By: /s/ KENNETH J. KAY

Kenneth J. Kay Chief Financial Officer

2

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FOR IMMEDIATE RELEASE 3/4 February 20, 2003

For further information: Kenneth Kay Senior Executive Vice President and Chief Financial Officer CB Richard Ellis 213.613.3420 Ronald Platisha Executive Vice President-Finance CB Richard Ellis 310.354.6044

CBRE Holding, Inc. Reports Fourth Quarter and Full Year 2002 Results

Los Angeles, CA (February 20, 2003) — CBRE Holding, Inc., parent corporation of CB Richard Ellis Services, Inc., one of the world's leading real estate services companies, today reported its results for the three and twelve months ended December 31, 2002.

Revenue totaled \$376.5 million for the fourth quarter ended December 31, 2002, as compared to \$337.3 million for the fourth quarter ended December 31, 2001. Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) for the fourth quarter totaled \$58.7 million, a \$2.1 million or 3.8% increase from last year's same period results

Revenue for the twelve months ended December 31, 2002 was comparable to the prior year at \$1.17 billion. EBITDA for the twelve months ended December 31, 2002 was \$130.7 million, a \$15.7 million or 13.7% increase from the prior year.

On February 20, 2003, at 12:30 p.m. Pacific time, the Company will hold a conference call with its bondholders to discuss its results for the quarter ended December 31, 2002. To access the call, dial 888-273-9889, and request CB Richard Ellis Fourth Quarter 2002 Earnings (outside the United States, please call 612-332-0228). A transcript of the call will be available at www.cbre.com for review for seven working days after the call.

Headquartered in Los Angeles, CBRE Holding, Inc. is one of the world's leading real estate services companies. With approximately 9,500 employees, the Company serves real estate owners, investors and occupiers throughout approximately 250 owned and affiliated offices in 47 countries. The Company's core services portfolio includes property sales, leasing and management, corporate services, facilities and project management, mortgage banking, investment management, capital markets, appraisal and valuation, research and consulting. The Company reported net revenues of \$1.17 billion in 2002. For more information about CB Richard Ellis, visit the Company's website at www.cbre.com.

This release contains forward-looking statements concerning expectations for future revenues, cost reductions and earnings performance. These statements reflect the company's current plans and expectations and are based on information currently available to it. They rely on a number of assumptions and estimates, which could prove to be inaccurate, and which are subject to risks and uncertainties that could cause the Company's actual results to vary materially from the results anticipated. CB Richard Ellis undertakes no obligation to update publicly or revise any forward-looking statements. These statements are qualified by reference to the Company's 2001 Annual Report and Form 10-K and its quarterly reports on Form 10-Q.

CBRE HOLDING, INC. OPERATING RESULTS FOR THE THREE AND TWELVE MONTHS ENDED DECEMBER 31, 2002 AND 2001

(Dollars in thousands) (Unaudited)

		Three Months En	ded Dece	ember 31,		Twelve Months En	mber 31,	
	-	2002		2001		2002		2001
Revenue from real estate services	\$	376,466	\$	337,262	\$	1,170,277	\$	1,170,762
Costs and expenses:								
Commissions, fees and other incentives		186,405		157,669		554,942		547,577
Operating, administrative and other		134,303		123,726		493,949		512,632
Depreciation and amortization		6,507		6,410		24,614		37,854
Equity income from unconsolidated subsidiaries		(2,903)		(658)		(9,326)		(4,428)
Merger-related and other nonrecurring charges		(14)		3,166		36		28,569
Total costs and expenses	•	324,298		290,313		1,064,215		1,122,204
Operating income	-	52,168		46,949		106,062		48,558
Interest income		599		674		3,272		3,994
Interest expense		14,160		14,535		60,501		50,020
Income before provision for income taxes		38,607		33,088		48,833		2,532
Provision for income taxes		23,510		16,910		30,106		19,126
Net income (loss)	\$	15,097	\$	16,178	\$	18,727	\$	(16,594)
EBITDA excluding merger-related and other nonrecurring charges	\$	58,661	\$	56,525	\$	130,712	\$	114,981
EBITDA margin excluding merger-related and other nonrecurring charges		15.6 %		16.8 %	́о	11.2%		9.89

(Dollars in thousands) (Unaudited)

	Dece	December 31, 2001		
Assets:				
Cash and cash equivalents	\$	79,574	\$	57,447
Warehouse receivable(2)		63,140		106,790
Other current assets		223,351		215,681
Property and equipment, net		66,634		68,451
Goodwill and other intangible assets, net		668,219		647,660
Deferred taxes, non current		36,376		54,002
Cash surrender value of insurance policies, deferred compensation plan		63,642		69,385
Other assets		139,169		140,101
Total assets	\$	1,340,105	\$	1,359,517
Liabilities:				
Current liabilities, excluding debt	\$	288,891	\$	258,271
Warehouse line of credit(2)		63,140		106,790
Senior secured term loan tranche A		38,750		46,250
Senior secured term loan tranche B		182,225		184,075
11 ^{1/4} % senior subordinated notes		225,943		225,737
Other debt(3)		60,988		65,396
Deferred compensation liability		106,252		105,104
Other long-term liabilities		43,301		46,661
Total liabilities		1,009,490		1,038,284
Minority Interest		5,615		4,296
Stockholders' equity		263,137		257,281
Mezzanine notes		61,863		59,656
Total stockholders' equity		325,000		316,937
Total liabilities and stockholders' equity	\$	1,340,105	\$	1,359,517

⁽¹⁾ CB Richard Ellis Services, Inc. is a wholly owned subsidiary of CBRE Holding, Inc.

⁽²⁾ Includes Freddie MAC loan receivables and related non-recourse warehouse line of credit of \$63.1 million and \$106.8 million at December 31, 2002 and 2001, respectively.

⁽³⁾ Includes non-recourse debt relating to a building investment in Japan of \$40.0 million and \$37.2 million at December 31, 2002 and 2001, respectively.