

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

FORM 8-K

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

Date of Report (Date of earliest event reported): June 4, 2009

CB RICHARD ELLIS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32205
(Commission File Number)

94-3391143
(IRS Employer
Identification No.)

11150 Santa Monica Boulevard, Suite 1600, Los Angeles, California
(Address of Principal Executive Offices)

90025
(Zip Code)

(310) 405-8900
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Current Report on Form 8-K is filed by CB Richard Ellis Group, Inc., a Delaware corporation (the "Company"), in connection with the matters described herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 4, 2009, the Company filed a Certificate of Amendment to its Restated Certificate of Incorporation, effective June 4, 2009, to amend Article Four of the Restated Certificate of Incorporation to increase the total number of shares of Class A common stock that the Company is authorized to issue from 325,000,000 shares to 525,000,000 shares. The Certificate of Amendment was approved at the Company's Annual Meeting of Shareholders on June 2, 2009.

The Certificate of Amendment is filed as an exhibit to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

3.1 Certificate of Amendment of Restated Certificate of Incorporation of CB Richard Ellis Group, Inc., effective June 4, 2009.

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: June 8, 2009

CB RICHARD ELLIS GROUP, INC.

By: /s/ Robert E. Sulentic
Robert E. Sulentic
*Chief Financial Officer and President-
Development Services*

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
CB RICHARD ELLIS GROUP, INC.**

CB Richard Ellis Group, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("**DGCL**"), does hereby certify:

FIRST: That by the unanimous written consent of the Board of Directors (the "**Board**") of the Corporation, resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation (the "**Certificate**"), declaring said amendment be advisable and submitting such amendment to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article FOURTH, Section (1) of the Corporation's Certificate be amended in its entirety so that, as amended, said Article shall be and read as follows:

"FOURTH: (1) The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 550,000,000, consisting of (a) 25,000,000 shares of Preferred Stock, \$0.01 par value per share ("**Preferred Stock**"), and (ii) 525,000,000 shares of Class A common stock, \$0.01 par value per share ("**Common Stock**")."

SECOND: That thereafter, pursuant to resolution of the Corporation's Board, a meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 4th day of June, 2009.

By: /s/ Brian D. McAllister
Brian D. McAllister
Senior Vice President