

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1
to
SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

CB Richard Ellis Group, Inc.

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

Options to Purchase Common Stock

(Title of Class of Securities)

12497T101

(CUSIP Number of Class of Securities (Underlying Common Stock))

Laurence H. Midler

Executive Vice President, General Counsel and Secretary

CB Richard Ellis Group, Inc.

11150 Santa Monica Boulevard, Suite 1600

Los Angeles, California 90025

(310) 405-8900

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$11,121,364	\$620.57

* Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all options to purchase the Company's common stock that are eligible for exchange will be tendered for new restricted stock or new options and cancelled pursuant to this offer. The options eligible for exchange have a value of \$11,121,364 calculated using the Black-Scholes option pricing method.

** Calculated pursuant to Rule 0-11 of the Securities Exchange Act of 1934.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$620.57

Form or Registration No.: 005-61805

Filing Party: CB Richard Ellis Group, Inc.

Date Filed: June 5, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 (this "Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") filed with the Securities and Exchange Commission on June 5, 2009, by CB Richard Ellis Group, Inc. (the "Company") in connection with the Company's offer to exchange certain outstanding options to purchase shares of the Company's Class A common stock for new restricted stock (or in France and Canada, new options).

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated, and unaffected items and exhibits are not included herein.

Item 12. Exhibits.

Item 12 is hereby amended and restated to add a Form of email to Eligible Employees regarding Information Sessions, attached hereto as Exhibit (a)(1)(ix).

- (a)(1)(i)* Offer to Exchange Certain Outstanding Options to Purchase Common Stock for New Restricted Stock, dated June 5, 2009.
- (a)(1)(ii)* Form of Communication to Eligible Employees announcing the opening of the option exchange, to be delivered via e-mail on June 5, 2009.
- (a)(1)(iii)* Form of Election/Withdrawal Materials
- (a)(1)(iv)* Form of confirmation to Eligible Employees of receipt of election to participate.
- (a)(1)(v)* Form of confirmation to Eligible Employees of receipt of election to withdraw.
- (a)(1)(vi)* Form of reminder e-mails to Eligible Employees.
- (a)(1)(vii) The Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission on March 2, 2009 (incorporated herein by reference).
- (a)(1)(viii) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed with the Securities and Exchange Commission on May 11, 2009 (incorporated herein by reference).
- (a)(1)(ix)† Form of email to Eligible Employees regarding Information Sessions
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i) Definitive Proxy Statement on Schedule 14A for the Company's 2009 Annual Meeting of Stockholders filed on April 23, 2009 is hereby incorporated by reference.
- (b) Not applicable.
- (d)(1) Second Amended and Restated 2004 Stock Incentive Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 6, 2008).
- (d)(2) Amendment No. 1 to the Second Amended and Restated 2004 Stock Incentive Plan (incorporated by reference to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 11, 2009).
- (d)(3)* Form of Stock Option Agreement.
- (d)(4)* Form of Restricted Stock Agreement.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed

† Filed herewith

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

Date: June 11, 2009

CB RICHARD ELLIS GROUP, INC.

By: /s/ ROBERT E. SULENTIC

Robert E. Sulentic

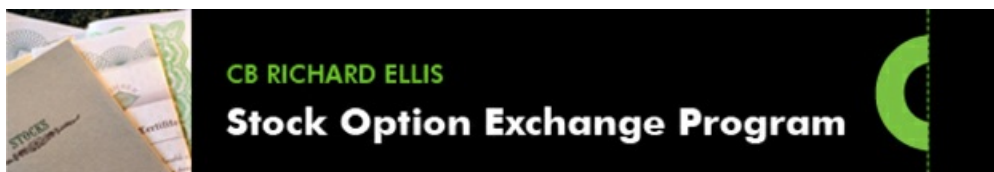
Chief Financial Officer

INDEX TO EXHIBITS

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- (g) Not applicable.
- (h) Not applicable.

* Previously filed

† Filed herewith

Form of email to Eligible Employees regarding Information Sessions**Stock Option Exchange Program Information Session**

You previously received documentation via email in connection with the Stock Option Exchange Program, which launched on June 5, 2009. This is a one-time voluntary opportunity to surrender your eligible outstanding stock options with exercise prices significantly higher than the current market price of our common stock in exchange for a lesser amount of new restricted stock (or in France and Canada, new options) (the "Exchange Offer").

There will be two information sessions for eligible employees on **Tuesday, June 16, 2009** and **Thursday, June 18, 2009** to discuss the details of the Exchange Offer and to answer any questions you have about the Exchange Offer. The dates and times for each information session, along with instructions for joining the online meetings are below. We encourage you to attend one of these information sessions. If you are unable to attend, a recording of the session with dial-in information will be available soon after the date of the presentation. In addition, the PowerPoint presentation from this program will be available on the U.S. Securities and Exchange Commission website at www.sec.gov on June 16th.

Tuesday, June 16th

Time: Americas: 9am (PT), 10am (MT), 11am (CT), 12pm (ET)

Web Meeting Number: [_____]

Meeting Password: [_____]

Dial-in Phone Number: [_____]

To join the online meeting:

1. Go to [_____]
2. Enter your name and email address.
3. Enter the meeting password: [_____]
4. Click "Join Now".
5. Follow the instructions that appear on your screen.

To update this meeting to your calendar program (for example Microsoft Outlook), click this link: [_____]

Thursday, June 18th

Time: Americas: 5pm (PT), 6pm (MT), 7pm (CT), 8pm (ET)

Web Meeting Number: [_____]

Meeting Password: [_____]

Dial-in Phone Number: [_____]

To join the online meeting:

1. Go to [_____]
2. Enter your name and email address.
3. Enter the meeting password: [_____]

4. Click "Join Now".

5. Follow the instructions that appear on your screen.

To update this meeting to your calendar program (for example Microsoft Outlook), click this link: [_____]

WebEx will automatically setup Meeting Manager for Windows the first time you join a meeting. To save time, you can setup prior to the meeting by clicking this link: [_____]

You should carefully read the information previously provided to you, including the Offer to Exchange, dated June 5, 2009 and the related Election Materials, and CBRE encourages you to consult your own personal tax, financial and legal advisors as you deem appropriate before you make any decision whether to participate in the Exchange Offer. No one from CBRE is, or will be, authorized to provide you with advice or recommendations as to whether you should elect to exchange or refrain from exchanging your eligible options. If anyone makes any recommendation or representation to you or gives you any information, you should not rely upon that recommendation, representation or information as having been authorized by CBRE.

If you have questions about the Exchange Offer or how to participate, please contact the Option Exchange Administrator at:

CB Richard Ellis Group, Inc.
Attention: Option Exchange Administrator
11150 Santa Monica Blvd., Ste. 1600
Los Angeles, CA 90025
Phone: 310-405-8927
Fax: 310-405-8925
E-mail: optionexchange@cbre.com

