

**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): April 10, 2013

CBRE 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))

Item 1.01 Entry into a Material Definitive Agreement.

Fifth Supplemental Indenture

On April 10, 2013, CBRE/LJM – Nevada, Inc., a Nevada corporation ("CBRE Nevada"), CBRE Consulting, Inc., a California corporation ("CBRE Consulting"), CBRE Partner, Inc., a Delaware corporation ("CBRE Partner"), and Wells Fargo Bank, National Association, as trustee (the "Trustee"), entered into a Fifth Supplemental Indenture (the "Fifth Supplemental Indenture") to the Indenture, dated as of June 18, 2009 (as amended, the "11.625% Notes Indenture"), among the Company, CBRE Services, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company ("Services"), certain other subsidiaries of Services (the "Existing Subsidiary Guarantors") and the Trustee. Pursuant to the Fifth Supplemental Indenture, each of CBRE Nevada, CBRE Consulting and CBRE Partner agreed to fully and unconditionally guarantee all of Services' obligations under the 11.625% Notes Indenture with respect to the 11.625% Senior Subordinated Notes due 2017, on the terms set forth therein.

Fourth Supplemental Indenture

On April 10, 2013, CBRE Nevada, CBRE Consulting, CBRE Partner and the Trustee entered into a Fourth Supplemental Indenture (the "Fourth Supplemental Indenture") to the Indenture, dated as of October 8, 2010 (as amended, the "6.625% Notes Indenture"), among the Company, Services, the Existing Subsidiary Guarantors and the Trustee. Pursuant to the Fourth Supplemental Indenture, each of CBRE Nevada, CBRE Consulting and CBRE Partner agreed to fully and unconditionally guarantee all of Services' obligations under the 6.625% Notes Indenture with respect to the 6.625% Senior Notes due 2020, on the terms set forth therein.

Second Supplemental Indenture

On April 10, 2013, CBRE Nevada, CBRE Consulting, Services and the Trustee entered into a Second Supplemental Indenture (the "Second Supplemental Indenture") to the Indenture, dated as of March 14, 2013 (as amended by the First Supplemental Indenture thereto dated as of March 14, 2013, the "5.00% Notes Indenture"), among the Company, Services, the Existing Subsidiary Guarantors and the Trustee. Pursuant to the Second Supplemental Indenture, each of CBRE Nevada and CBRE Consulting agreed to unconditionally guarantee all of Services obligations under the 5.00% Notes Indenture with respect to the 5.00% Senior Notes due 2023, on the terms set forth therein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following documents are attached as exhibits to this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
4.1	Form of Supplemental Indenture among certain new U.S. subsidiaries from time-to-time and Wells Fargo Bank, National Association, as trustee, for the 11.625% Senior Subordinated Notes due June 15, 2017 (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K of CBRE Group, Inc. filed on July 29, 2011)
4.2	Form of Supplemental Indenture among certain new U.S. subsidiaries from time-to-time and Wells Fargo Bank, National Association, as trustee, for the 6.625% Senior Notes due October 15, 2020 (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K of CBRE Group, Inc. filed on July 29, 2011)
4.3	Form of Supplemental Indenture among certain U.S. subsidiaries from time-to-time and Wells Fargo Bank, National Association, as trustee, for the 5.00% Senior Notes due March 15, 2023

SIGNATURE

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

Date: April 16, 2013

CBRE GROUP, INC.

By: /s/ GIL BOROK
Gil Borok
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Form of Supplemental Indenture among certain new U.S. subsidiaries from time-to-time and Wells Fargo Bank, National Association, as trustee, for the 11.625% Senior Subordinated Notes due June 15, 2017 (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K of CBRE Group, Inc. filed on July 29, 2011)
4.2	Form of Supplemental Indenture among certain new U.S. subsidiaries from time-to-time and Wells Fargo Bank, National Association, as trustee, for the 6.625% Senior Notes due October 15, 2020 (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K of CBRE Group, Inc. filed on July 29, 2011)
4.3	Form of Supplemental Indenture among certain U.S. subsidiaries from time-to-time and Wells Fargo Bank, National Association, as trustee, for the 5.00% Senior Notes due March 15, 2023

FORM OF SUPPLEMENTAL INDENTURE

Supplemental Indenture (this "Supplemental Indenture"), dated as of [____] [__], 20[___], among _____ (the "Guaranteeing Subsidiary"), a subsidiary of CBRE Services, Inc., a Delaware corporation (the "Issuer"), the Issuer and Wells Fargo Bank, National Association, as trustee (the "Trustee").

W I T N E S S E T H

WHEREAS, each of the Issuer and the Initial Guarantors has heretofore executed and delivered to the Trustee an indenture (the "Indenture"), dated as of March 14, 2013, providing for the issuance of an unlimited aggregate principal amount of debt securities (the "Securities");

WHEREAS, the Indenture provides that under certain circumstances the Guaranteeing Subsidiary shall execute and deliver to the Trustee a supplemental indenture pursuant to which the Guaranteeing Subsidiary shall unconditionally Guarantee all of the Issuer's payment obligations under a specified series of the Securities on the terms and conditions set forth herein and under the Indenture; and

WHEREAS, pursuant to Section 901(4) of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. Capitalized Terms. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. Guarantor. The Guaranteeing Subsidiary hereby agrees to be a Guarantor under the Indenture and to be bound by the terms of the Indenture applicable to Guarantors of the 5.00% Senior Notes due 2023 (the "Specified Securities"), including Article XV of the Indenture and Article VI of the First Supplemental Indenture dated as of March 14, 2013 relating to the Specified Securities.

3. Governing Law. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

4. Waiver of Jury Trial. EACH OF THE GUARANTEEING SUBSIDIARY AND THE TRUSTEE HEREBY IRREVOCABLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING AS BETWEEN THE ISSUER, THE GUARANTORS AND THE TRUSTEE ONLY ARISING OUT OF OR RELATING TO THIS SUPPLEMENTAL INDENTURE, THE INDENTURE, THE GUARANTEES OR THE SECURITIES.

5. Counterparts. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

6. Headings. The section headings of this Supplemental Indenture are for convenience only and shall not affect the construction hereof.

7. Binding Obligation. This Supplemental Indenture has been duly executed and delivered by the Guaranteeing Subsidiary and constitutes a valid and binding agreement of the Guaranteeing Subsidiary, enforceable against the Guaranteeing Subsidiary in accordance with its terms, except as the enforcement thereof may be limited by (a) bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting the rights and remedies of creditors, (b) general equitable principles (whether considered in a proceeding in equity or law) and (c) an implied covenant of good faith and fair dealing.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed, all as of the date first above written.

[NAME OF GUARANTEEING SUBSIDIARY], as a Guarantor

By _____
Name:
Title:

CBRE SERVICES, INC., as Issuer

By _____
Name:
Title:

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Trustee

By _____
Name:
Title: