
**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): March 22, 2017

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.)

400 South Hope Street, 25th Floor,
Los Angeles, California
(Address of Principal Executive Offices)

90071
(Zip Code)

(213) 613-3333
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))
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This Current Report on Form 8-K is filed by CBRE Group, Inc., a Delaware corporation (the “Company”), in connection with the matters described herein.

Item 1.01 Entry into a Material Definitive Agreement.

On March 22, 2017, the Company, CBRE Services, Inc., and certain other parties entered into a Final Amendment Agreement (the “Amendment Agreement”) that terminates all provisions of the Securityholders’ Agreement dated as of July 20, 2001, as amended, among the parties to the Amendment Agreement and certain other parties (the “Securityholder’s Agreement”), other than Section 3.9 (Indemnification) and Section 5.4 (Indemnification) of the Securityholders’ Agreement with respect to any actions, or omissions to act, prior to the date of the Amendment Agreement.

The foregoing summary of the Amendment Agreement does not purport to be complete and is qualified in its entirety by reference to the Amendment Agreement, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The information set forth above under “Item 1.01 Entry into a Material Definitive Agreement” is incorporated herein by reference into this Item 1.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Final Amendment Agreement, dated as of March 22, 2017, by and among CBRE Group, Inc., CBRE Services, Inc. and the other parties thereto.

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: March 24, 2017

CBRE GROUP, INC.

By: /s/ GIL BOROK

Gil Borok
*Deputy Chief Financial Officer and
Chief Accounting Officer*

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Final Amendment Agreement, dated as of March 22, 2017, by and among CBRE Group, Inc., CBRE Services, Inc. and the other parties thereto.

FINAL AMENDMENT AGREEMENT

FINAL AMENDMENT AGREEMENT, dated as of March 22, 2017, by and among (i) CBRE Group, Inc., a Delaware corporation formerly known as CBRE Holding, Inc. and subsequently, CB Richard Ellis Group, Inc. (the "Company"), (ii) CBRE Services, Inc. ("CBRE"), a Delaware corporation formerly known as CB Richard Ellis Services, Inc., (iii) Frederic V. Malek and (iv) Raymond E. Wirta.

RECITALS:

A. The Company, CBRE, Messrs. Malek and Wirta and certain other parties are parties to a Securityholders' Agreement, dated as of July 20, 2001 (as amended on April 14, 2004, November 24, 2004 and August 1, 2005, the "Securityholders' Agreement");

B. Messrs. Malek and Wirta are together holders of a majority of the Restricted Securities held by the Securityholders; and

C. The parties hereto have agreed to amend the Securityholders' Agreement pursuant to Section 6.6 thereof to provide for termination of its legacy terms upon the terms set forth herein.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree that the Securityholders' Agreement is hereby amended in accordance with Section 6.6 thereof to provide that, except as provided below, all provisions of the Securityholders' Agreement are hereby terminated with no further force or effect; provided, however, that such termination shall not apply to Section 3.9 and Section 5.4 with respect to any actions, or omissions to act, prior to the date of this Final Amendment Agreement.

Terms defined in the Securityholders' Agreement and used herein shall have the meanings given to them in the Securityholders' Agreement.

This Final Amendment Agreement will be governed by, and construed in accordance with, the laws of the State of Delaware applicable to contracts executed and performed entirely within that state.

This Final Amendment Agreement may be executed in any number of counterparts (including facsimile or other electronic transmission), each of which will be deemed to be an original and all together will be deemed to be one instrument.

[remainder of the page intentionally left blank]

IN WITNESS WHEREOF, each of the undersigned has executed this Final Amendment Agreement as of the date first written above.

CBRE GROUP, INC.

By: /s/ Laurence H. Midler
Name: Laurence H. Midler
Title: EVP and General Counsel

CBRE SERVICES, INC.

By: /s/ Laurence H. Midler
Name: Laurence H. Midler
Title: EVP and General Counsel

/s/ Frederic V. Malek
Frederic V. Malek

/s/ Raymond E. Wirta
Raymond E. Wirta

[Signature Page to Final Amendment Agreement]