

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

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

CBRE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3391143
(I.R.S. Employer
Identification No.)

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

90071
(Zip Code)

CBRE Group, Inc. 2017 Equity Incentive Plan

CBRE Group, Inc. 2019 Equity Incentive Plan
(Full title of the plan)

Laurence H. Midler
Executive Vice President, General Counsel, Chief Risk Officer and Secretary
CBRE Group, Inc.

400 South Hope Street, 25th Floor
Los Angeles, California, 90071
(Name and address of agent for service)

(213) 613-3333
(Telephone number, including area code, of agent for service)

With a copy to:
William B. Brentani
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, CA 94304
(650) 251-5000
Fax: (650) 251-5002

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," "and emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On May 17, 2019, CBRE Group, Inc. (the “Registrant”) filed Post-Effective Amendment No. 1 (“Amendment No. 1”) to the registration statement on Form S-8 (Registration No. 333-218113) filed on May 19, 2017 (as so amended, the “2017 Plan Registration Statement”) with the Securities and Exchange Commission registering 10,000,000 shares of Class A common stock, par value \$0.01 per share of the Registrant (the “Common Stock”), pursuant to the CBRE Group, Inc. 2017 Equity Incentive Plan and, with respect to certain carryover shares of Common Stock, the CBRE Group, Inc. 2019 Equity Incentive Plan (the “2019 Plan”).

Amendment No. 1 incorporated by reference as Exhibit 99.5 thereto a copy of the 2019 Plan from the Registrant’s registration statement on Form S-8 (Registration No. 333-231572) filed on May 17, 2017 (the “2019 Plan Registration Statement”). On May 29, 2019, the Registrant filed Post-Effective Amendment No. 1 to the 2019 Plan Registration Statement solely to correct a clerical error in the copy of the 2019 Plan that was included therein as Exhibit 99.1. The Registrant is hereby amending the 2017 Plan Registration Statement solely to update Exhibit 99.5 thereto to incorporate by reference the corrected version of the 2019 Plan that was filed with Post-Effective Amendment No. 1 to the 2019 Plan Registration Statement. Except as described herein, this Post-Effective Amendment No. 2 to the 2017 Plan Registration Statement does not update, amend or modify any other information, statement or disclosure contained in the 2017 Plan Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
4.1	Amended and Restated Certificate of Incorporation of CBRE Group, Inc.	8-K	001-32205	3.1	05/23/2018
4.2	Amended and Restated By-Laws of CBRE Group, Inc.	8-K	001-32205	3.2	05/23/2018
4.3	Form of Class A common stock certificate of CBRE Group, Inc.	10-Q	001-32205	4.1	08/09/2017
5.2	Opinion of Simpson Thacher & Bartlett LLP	S-8 POS	001-32205	5.2	05/17/2019
23.3	Consent of KPMG LLP, Independent Registered Public Accounting Firm	S-8 POS	001-32205	23.3	05/17/2019
23.4	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.2)	S-8 POS	001-32205	23.4	05/17/2019
24.1	Power of Attorney	S-8	001-32205	24.1	05/19/2017
99.5+	CBRE Group, Inc. 2019 Equity Incentive Plan	S-8 POS	001-32205	99.1	05/29/2019

+ Denotes a management or compensatory arrangement

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the 2017 Plan Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on May 29, 2019.

CBRE GROUP, INC.

By: _____ *
Robert E. Sulentic
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the 2017 Plan Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Robert E. Sulentic	President, Chief Executive Officer and Director (Principal Executive Officer)	May 29, 2019
* _____ Leah C. Stearns	Chief Financial Officer (Principal Financial Officer)	May 29, 2019
* _____ Dara A. Bazzano	Senior Vice President, Global Finance and Chief Accounting Officer (Principal Accounting Officer)	May 29, 2019
* _____ Brandon B. Boze	Chair of the Board of Directors	May 29, 2019
* _____ Beth F. Cobert	Director	May 29, 2019
* _____ Curtis F. Feeny	Director	May 29, 2019
* _____ Christopher T. Jenny	Director	May 29, 2019
* _____ Gerardo I. Lopez	Director	May 29, 2019
* _____ Laura D. Tyson	Director	May 29, 2019
* _____ Ray Wirta	Director	May 29, 2019

*By: /s/ LAURENCE H. MIDLER
Laurence H. Midler
Attorney-in-Fact