FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL             |           |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person*     GROCH JAMES R  |   |  |   |        | 2. Issuer Name and Ticker or Trading Symbol CBRE GROUP, INC. [ CBRE ] |   |  |     |   |        |   |                       |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner         |             |   |  |            |  |
|--|---|--|---|--------|---|---|--|-----|---|--------|---|-----------------------|---|---|-------------|---|--|------------|--|
| (Last)   | (First)   | (Mi  | iddle)  |        |   | 3. Date of Earliest Transaction (Month/Day/Year) 09/20/2019 |  |     |   |        |   |                       | X   | Officer (g<br>below)  |             | Other (specify below)   |  | specify    |  |
| 2929 ARCH STREET   |   |  |   |        |   |   |  |     |   |        |   |                       |   | See Remarks   |             |   |  |            |  |
| SUITE 1500   |   |  |   |        | 4. If Amendment, Date of Original Filed (Month/Day/Year)              |   |  |     |   |        |   | 6. Indiv              | 6. Individual or Joint/Group Filing (Check Applicable Line) |   |             |   |  |            |  |
|  |   |  |   |        |   |   |  |     |   |        |   | X                     | X Form filed by One Reporting Person                        |   |             |   |  |            |  |
| (Street)   | TA DA   | 10   | 104 7242                                      | ,      |   |   |  |     |   |        |   |                       |   | Form file   | d by More t | than Or   | ne Reportin  | g Person   |  |
| PHILADELPH   | PHILADELPHIA PA 19104-7343  |  |   |        |   |   |  |     |   |        |   |                       |   |   |             |   |  |            |  |
| (City)   | (State)   | (Zi <sub>l</sub>                           | p)  |        |   |   |  |     |   |        |   |                       |   |   |             |   |  |            |  |
|  |   | Та   | ble I - N                                     | on-Der | ivativ  | Sec   | urities  | Acq | quired  | , Dis  | posed of,   | or Bene               | icially Ow  | ned   |             |   |  |            |  |
| 1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)  |   |  |   |        |   | Exec<br>if an   | 2A. Deemed<br>Execution Date,<br>f any<br>Month/Day/Year)  |     | 3.<br>Transaction<br>Code (Instr.<br>8)  4. Securities<br>Of (D) (Instr |        |   | or Disposed           | 5. Amount<br>Securities<br>Beneficial<br>Following          | ly Owned<br>Reported  | Form:       | rect (I)  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |            |  |
|  |   |  |   |        |   |   |  |     | Code  | v      | Amount  | (A) or<br>(D)         | Price   | Transaction(s) (Instr. 3 and 4)   |             |   |  | (111501.4) |  |
| Class A Common Stock 09/20/2   |   |  |   |        |   | )/2019  |  |     | S <sup>(1)</sup>  |        | 75,000  | D                     | \$54.1037(2)  | 318,000   |             |   | D  |            |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |        |   |   |  |     |   |        |   |                       |   |   |             |   |  |            |  |
| 1. Title of<br>Derivative<br>Security (Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deeme<br>Execution<br>if any<br>(Month/Da | Date,  | 4.<br>Fransaction<br>Code (Instr.<br>3)                               |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3, 4<br>and 5) |     |   |        | 7. Title and<br>Securities U<br>Derivative S<br>(Instr. 3 and | Inderlying<br>ecurity | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)         | 9. Number<br>derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transactio | ly [        | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |            |  |
|  |   |  |   |        | Code  | v   | (A)  | (D) | Date<br>Exerc   | isable | Expiration<br>Date  | Title                 | Amount<br>or<br>Number<br>of Shares                         |   | (Instr. 4)  | on(9)   |  |            |  |

## **Explanation of Responses:**

- 1. The reporting person previously adopted a 10b5-1 trading plan, and this transaction was automatically effected pursuant to that plan.
- 2. This transaction was executed in multiple trades at prices ranging from \$54.00 to \$54.26. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range.

## Remarks:

Global Group President and Chief Investment Officer

/s/ Cindy Kee, Attorney-in-Fact for James R. Groch

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.