SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

					2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer								
Boze Brandon				CBRE GROUP, INC. [CBG]								(Check all applicable) X Director 10% Owner									
[3. Date of Earliest Transaction (Month/Day/Year)									Officer (give title 💦 Other (specify						
					/13/2016								below)	S ec		Delo	w)				
ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR													<u> </u>	See Remarks							
	,4111120				4. If Am	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Inc	lividual or Joir Form file						
(Street)															Form filed by One Reporting Person X Form filed by More than One Reporting Person						
SAN FRANCISCO	CA	9	4129													-			-		
(City) (State) (Zip)																					
		Т	able I - N	on-Der	ivative	Sec	curitie	s Aco	quired	, Dis	posed of,	or Ben	eficia	ally O	wned						
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day)					Execution Date,		3.4. SecuritieTransactionDisposed OCode (Instr.8)					ıd 5)	Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
							Code	v	Amount	(A) or (D)	Pri	ce	Transaction(s) (Instr. 3 and 4)				(Instr. 4)				
Class A Comm	on Stock			05/13	3/2016				A ⁽¹⁾		5,230	A		\$ <mark>0</mark>	9,119)	D	(2)(3)			
Class A Comm	on Stock			05/1	5/2016	/2016		J ⁽⁴⁾		3,889	889 D		\$ <mark>0</mark>	5,230		D ⁽²⁾⁽³⁾					
Class A Comm	on Stock														32,935,794		I		See footnotes ⁽³⁾⁽⁵⁾		
			Table II								sed of, o			y Ow	ned						
				<u> </u>		alls			·	,	onvertible	-	,								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	3A. Deeme Execution if any (Month/Da	Date,	4. Transactic Code (Inst 8)		5. Num Derivat Securit Acquire or Disp (D) (Ins and 5)	tive ties ed (A) posed of	Expira (Monti	tion D		Securities Under			ying Derivative de y Security Se (Instr. 5) Be Or Fo		Number of privative 10. privative Owners scurities Form: eneficially Direct (wned or India bollowing ollowing (I) (Instead		Beneficial Ownership ct (Instr. 4)		
					Code \	/	(A)	(D)	Date Exerci	sable	Expiration Date	Title	or Ni	nount umber Shares	Transaction (Instr. 4)						
1. Name and Addr	ress of Repor	ting Person *																			
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(City) (State) (Zip)																					
1. Name and Address of Reporting Person																					
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BUILDING D	, 4TH FLO	OR																			
(Street) SAN FRANCI	SCO CA		94129	1																	
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1. Name and Address of Reporting Person ¹ ValueAct Capital Master Fund, L.P. (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR (City) (State) (Zip) 1. Name and Address of Reporting Person ¹ VA Partners I, LLC (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR (Street) SAN FRANCISCO CA SAN FRANCISCO CA 94129 (City) (State) (Zip) 1. Name and Address of Reporting Person ¹ ValueAct Capital Management, L.P. (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR (Street) SAN FRANCISCO CA SAN FRANCISCO CA 94129 (City) (State) (Zip) 1. Name and Address of Reporting Person ¹ ValueAct Capital Management, LLC (Last) (First) (Middle) ONE LETTERMAN DRIVE ULDING D, 4TH FLOOR			
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Explanation of Responses:

1. The restricted stock unit award reported hereunder was made pursuant to the Issuer's Outside Director Compensation Policy. The award vests in full on the earlier of May 13, 2017 or the Issuer's next annual meeting of stockholders.

2. Brandon B. Boze, a Partner at ValueAct Capital, serves on the board of directors of the Issuer. The securities reported herein were awarded to Mr. Boze pursuant to the Issuer's Director compensation policy. Under an agreement with ValueAct Capital, Brandon B. Boze is deemed to hold stock awards from the Issuer for the benefit of ValueAct Capital Master Fund, L.P.

3. Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

4. Mr. Boze is transferring the vested stock award to the name of ValueAct Capital Master Fund, L.P.

5. The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. as General Partner of ValueAct Capital Management, L.P. as the majority owner of the membership interests of ValueAct Capital Management, L.P. as General Partner of ValueAct Capital Management, L.P. as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.

Remarks:

-The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be deemed an admission that such reporting person is a member of a group or the beneficial owner of any securities not directly owned by such reporting person. - Brandon B. Boze, a Partner at ValueAct Capital, serves on the board of directors of the Issuer. As a result, the other reporting persons herein may be deemed directors by deputization.

/s/ Brandon B. Boze 05/17/2016 VALUEACT HOLDINGS, L.P., By: VALUEACT HOLDINGS GP, LLC, its General Partner, By: 05/17/2016 /s/ Bradley E. Singer, Chief **Operating Officer** VALUEACT CAPITAL MASTER FUND, L.P., By: VA PARTNERS I, LLC, its General 05/17/2016 Partner, By: /s/ Bradley E. Singer, **Chief Operating Officer** VA PARTNERS I, LLC, By: /s/ Bradley E. Singer, Chief Operating 05/17/2016 Officer VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL 05/17/2016 MANAGEMENT, LLC, its General Partner, By: /s/ Bradley E. Singer, Chief Operating Officer VALUEACT CAPITAL MANAGEMENT, LLC, By: /s/ 05/17/2016 Bradley E. Singer, Chief Operating Officer VALUEACT HOLDINGS GP, LLC, By: /s/ Bradley E. Singer, 05/17/2016 Chief Operating Officer ** Signature of Reporting Person Date

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

* 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.