

CB RICHARD ELLIS GROUP INC  
Form 8-K  
September 12, 2006

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**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): September 6, 2006

**CB RICHARD ELLIS GROUP, INC.**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <b>Delaware</b><br>(State or other<br>jurisdiction<br>of incorporation) | <b>001-32205</b><br>(Commission File<br>Number) | <b>94-3391143</b><br>(IRS Employer<br>Identification No.) |
|---|---|---|

**100 North Sepulveda Blvd., Suite 1050, El Segundo,**

**California**  
(Address of Principal Executive Offices)

**(310) 606-4700**

**90245**  
(Zip Code)

**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)

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- .. 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 CB Richard Ellis Group, Inc., a Delaware corporation (the Company), in connection with the matters described herein.

**Item 1.01 Entry into a Material Definitive Agreement**

In connection with the Securities and Exchange Commission's new rules on executive compensation disclosure, on September 6, 2006, the Board of Directors of the Company amended the Amended and Restated 2004 Stock Incentive Plan (the Plan). Pursuant to the amendment, the definition of Fair Market Value, set forth in Section 2(r) of the Plan, shall mean the closing price of the Company's common stock on the effective date of grant, as compared to the prior definition which required a calculation of the arithmetic mean of the high and low selling prices for such date.

A copy of the amendment to the Plan is attached to this report as Exhibit 10.1. The above description of the amendment is not complete and is qualified in its entirety by reference to the exhibit.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.1                  | Amendment No. 1, dated September 6, 2006, to the Amended and Restated 2004 Stock Incentive Plan of CB Richard Ellis Group, Inc. |

**Signature**

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

Date: September 12, 2006

CB RICHARD ELLIS GROUP, INC.

By: /s/ KENNETH J. KAY  
Kenneth J. Kay  
*Chief Financial Officer*