



State of California

Secretary of State

Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)

There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME

CBRE GROUP, INC.

02746048

FILED
Secretary of State
State of California

JUN 26 2017

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Independent Auditor

2. NAME OF THE INDEPENDENT AUDITOR THAT PREPARED THE MOST RECENT AUDITOR'S REPORT

KPMG, LLP

3. DESCRIPTION OF OTHER SERVICES, IF ANY, PERFORMED BY THE INDEPENDENT AUDITOR NAMED IN ITEM 2
Financial due diligence, tax and GAAP-related consultations in connection with acquisitions and tax compliance at non-US locations.

4. NAME OF THE INDEPENDENT AUDITOR EMPLOYED BY THE CORPORATION ON THE DATE OF THIS STATEMENT, IF DIFFERENT FROM ITEM 2

Directors and Executive Officers

5. NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) Richard C. Blum (1)(2)	\$0*	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) Brandon B. Boze (1)	\$230,996*	5,230	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3) Curtis F. Feeny (1)	\$250,996*	5,230	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTA).

6a. NAMES OF EXECUTIVE OFFICERS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) James R. Groch	\$3,656,182*	50,217**	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) T. Ritson Ferguson	\$5,807,596*	151,726**	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3) Michael J. Lafitte	\$3,207,072*	38,834**	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
4) Calvin W. Frese, Jr.	\$3,067,194*	37,663**	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) William F. Concannon	\$2,853,389*	34,315**		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
Robert E. Sulentic	\$4,960,794*	69,049**	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

6c. ADDITIONAL EXECUTIVE OFFICERS (if not named in 6a or 6b)

1)	<input type="checkbox"/> BANKRUPTCY <input type="checkbox"/> FRAUD
2)	<input type="checkbox"/> BANKRUPTCY <input type="checkbox"/> FRAUD
3)	<input type="checkbox"/> BANKRUPTCY <input type="checkbox"/> FRAUD

IF MORE SPACE IS NEEDED, ENTER ADDITIONAL INFORMATION IN ITEM D OF THE ATTACHMENT (FORM SI-PTA).

Loans to Members of the Board of Directors

7. NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
1) NOT APPLICABLE	
2)	
3)	

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTA).

Additional Statutory Disclosures

8. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years? ☐ YES ☒ NO
9. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description. ☐ YES ☒ NO
10. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description. ☐ YES ☒ NO

11. By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Cindy Kee

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

Assistant Secretary

TITLE

05/31/2017

DATE



State of California

Secretary of State

Attachment to Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)

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IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**A. CORPORATE NAME** CBRE GROUP, INC.**B. Additional Directors** (Continued from Item 5 on Form SI-PT)

NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4) <u>Bradford M. Freeman (1)</u>	<u>\$233,656*</u>	<u>5,230</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) <u>Christopher T. Jenny (1)(3)</u>	<u>\$318,609*</u>	<u>6,892</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6) <u>Michael Kantor (1)(2)</u>	<u>\$1,542*</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7) <u>Gerardo I. Lopez (1)</u>	<u>\$229,085*</u>	<u>5,230</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8) <u>Frederic V. Malek (1)</u>	<u>\$240,887*</u>	<u>5,230</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
9) <u>Paula R. Reynolds (1)(4)</u>	<u>\$271,936*</u>	<u>6,333</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
10) <u>Laura D. Tyson (1)</u>	<u>\$230,996*</u>	<u>5,230</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
11) <u>Gary L. Wilson (1)(2)</u>	<u>\$5,326*</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
12) <u>Ray Wirta (1)</u>	<u>\$224,996*</u>	<u>5,230</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
13) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
14) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
15) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
16) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
17) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
18) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

C. Additional Loans to Members of the Board of Directors (Continued from Item 7 on Form SI-PT)

NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4) <u>Not Applicable</u>	_____
5) _____	_____
6) _____	_____
7) _____	_____
8) _____	_____

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

D. Additional Information (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)

SEE ATTACHED ADDENDUM FOR FOOTNOTE DISCLOSURES.

**ADDENDUM TO
ATTACHMENT TO CORPORATE DISCLOSURE STATEMENT
OF
CBRE GROUP, INC.
CHARTER ID: C2346048**

D. ADDITIONAL INFORMATION (continued)

* The dollar amount in the Compensation column for the Directors and the Executive Officers includes the dollar amounts of the aggregate grant date fair value under Financial Accounting Standards Board, Accounting Standards Codification, Topic 718, Stock Compensation, of all restricted stock units granted to the Directors and Executive Officers during 2016. See Note 2 "Significant Accounting Policies" and Note 12 "Employee Benefit Plans" to our consolidated financial statements as reported on Form 10-K for the year ended December 31, 2016 for a discussion on the valuation of our stock awards. (Item 5. and Item 6a. on Form SI-PT and Item B. on SI-PTA)

** (i) Represents Time Vesting Equity Awards of restricted stock units that were granted to each of Messrs. Sulentic, Groch, Ferguson, Lafitte, Frese and Concannon in the amount of 69,049, 50,217, 26,782, 38,834, 37,663 and 34,315, respectively, which are scheduled to vest 25% per year over four years (on each of August 11, 2017, 2018, 2019 and 2020) and (ii) includes the February 10, 2016, initial equity incentive award with a target value as of the grant date of \$3,000,000 (the "Initial Equity Award") to Mr. Ferguson. One-quarter of the Initial Equity Award representing 31,236 restricted stock units is scheduled to vest in three equal annual installments on each of December 31, 2016, 2017 and 2018 (the "Time Vesting Initial Equity Award"), subject to Mr. Ferguson's continued employment through each such dates. Three-quarters of the Initial Equity Award (the "Performance-Based Equity Grant") representing 93,708 performance restricted stock units is scheduled to vest in three equal annual installments, on each of December 31, 2016, 2017 and 2018, subject to Mr. Ferguson's continued employment through each such dates. The number of shares that are delivered upon each vesting date of the Performance-Based Equity Grant is determined by the Compensation Committee in its discretion, following receipt of a written appraisal of Mr. Ferguson's overall performance by the CEO of the company. With respect to the Performance-Based Equity Grant which vested on December 31, 2016, Mr. Ferguson vested in 20,824 restricted stock units (of the 31,236 restricted stock units previously awarded). Our Time Vesting Equity Awards are further described under the heading "Compensation Discussion and Analysis—Components of Our Program—Elements of our compensation program" beginning on page 35 and our Time Vesting Initial Equity Award and Performance-Based Equity Grant (with respect to Mr. Ferguson) are further described under the heading "Executive Compensation—Employment Agreements" on page 49 of our 2017 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 4, 2017. (Item 6a. and 6b. on Form SI-PT)

- (1) Non-Employee Director. (Item 5. on Form SI-PT and Item B. on SI-PTA)
- (2) Messrs. Blum, Kantor and Wilson retired from our Board in May 2016.
- (3) Mr. Jenny was appointed to our Board on January 12, 2016 and as such received pro-rated director compensation for 2016, including the pro-rated portion of his annual cash retainer under

our director compensation policy, which was \$25,205 and the pro-rated portion of his equity grant was 1,662 restricted stock units, valued at the fair market value of our common stock of \$30.33 per share on the award date of January 12, 2016. (Item 5. on Form SI-PT and Item B. on SI-PTA)

(4) Ms. Reynolds was appointed to our Board on March 10, 2016 and as such received pro-rated director compensation for 2016, including the pro-rated portion of her annual cash retainer under our director compensation policy which was \$13,320 and the pro-rated portion of her equity grant was 1,003 restricted stock units, valued at the fair market value of our common stock of \$26.54 per share on the award date of March 10, 2016. (Item 5. on Form SI-PT and Item B. on SI-PTA)