



State of California

Secretary of State

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

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14-990302

FILED

Secretary of State
State of California

MAY 22 2014

There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME

CBRE GROUP, INC.

C2346048

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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)

\$152,000*

3,085

0

☐ YES ☒ NO

☐ YES ☒ NO

2) Brandon B. Boze (1)

\$157,000*

3,085

0

☐ YES ☒ NO

☐ YES ☒ NO

3) Curtis F. Feeny (1)

\$178,000*

3,085

0

☐ YES ☒ NO

☐ YES ☒ 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) Gil Borok

\$1,985,024*

42,012**

0

☐ YES ☒ NO

☐ YES ☒ NO

2) Michael J. Lafitte

\$3,814,242*

97,155**

0

☐ YES ☒ NO

☐ YES ☒ NO

3) James R. Groch

\$4,052,242*

97,155**

0

☐ YES ☒ NO

☐ YES ☒ NO

4) Calvin W. Frese, Jr.

\$3,630,315*

94,528**

0

☐ YES ☒ NO

☐ YES ☒ NO

5)

☐ YES ☐ NO

☐ YES ☐ NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)

COMPENSATION

SHARES

OPTIONS

BANKRUPTCY

FRAUD

Robert E. Sulentic

\$5,541,213*

152,296**

0

☐ YES ☒ NO

☐ YES ☒ NO

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

1)

☐ BANKRUPTCY

☐ FRAUD

2)

☐ BANKRUPTCY

☐ FRAUD

3)

☐ BANKRUPTCY

☐ 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

05/20/2014

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>\$166,930*</u>	<u>3,085</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) <u>Michael Kantor (1)</u>	<u>\$154,043*</u>	<u>3,085</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6) <u>Frederic V. Malek (1)</u>	<u>\$171,256*</u>	<u>3,085</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7) <u>Jane J. Su (2)</u>	<u>\$1,000*</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
8) <u>Laura D. Tyson (1)</u>	<u>\$150,000*</u>	<u>3,085</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
9) <u>Brett White (3)</u>	<u>\$0.00</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
10) <u>Gary L. Wilson (1)</u>	<u>\$161,000*</u>	<u>3,085</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
11) <u>Ray Wirta (1)</u>	<u>\$150,006*</u>	<u>3,085</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
12) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input 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 2013. See Note 2 “Significant Accounting Policies” and Note 15 “Employee Benefit Plans” to our consolidated financial statements as reported on Form 10-K for the year ended December 31, 2013 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, Lafitte, Groch and Frese, in the amount of 101,531, 64,770, 64,770 and 63,019, respectively, which are scheduled to vest 25% per year over four years (on each of September 5, 2014, 2015, 2016 and 2017), subject to the Company’s achievement of a minimum adjusted EBITDA threshold, (ii) represents Adjusted EPS Equity Awards of restricted stock units that were granted to each of Messrs. Sulentic, Borok, Lafitte, Groch and Frese in the amount of 50,765, 14,004, 32,385, 32,385 and 31,509, respectively, which are eligible to be earned based on our achievement against certain adjusted EPS targets (over a minimum threshold) as measured on a cumulative basis for the 2014 and 2015 fiscal years, with full vesting of any earned amount on September 5, 2016. The amount reported above represent the number of shares (100% of the target unit amount) that would be issued upon achievement of the target adjusted EPS performance measure, and (iii) represents Time Vesting Equity Awards of restricted stock units that were granted to Mr. Borok in the amount of 28,008, which are scheduled to vest 25% per year over four years (on each of September 5, 2014, 2015, 2016 and 2017), without the Company having to achieve a minimum adjusted EBITDA threshold or any other performance threshold. Our Time Vesting Equity Awards and Adjusted EPS Equity Awards are further described under the heading “Compensation Discussion and Analysis—Components of Our Program—Elements of our compensation program” beginning on page 33 of our 2014 Proxy Statement as filed with the U.S. Securities and Exchange Commission on April 1, 2014. (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) Ms. Su resigned from the Board on August 13, 2013 and received compensation for attending a single meeting of the Compensation Committee in February 2013. (Item B. on SI-PTA)

(3) Mr. White resigned from the Board on January 24, 2013 and was not compensated for his role as a director in 2013. (Item B. on SI-PTA)