COHEN & STEERS INC
Form 8-K
January 28, 2009

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): January 28, 2009

Cohen & Steers, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-32236**	**14-1904657**
(State or other Jurisdiction of Incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

280 Park Avenue, New York, New York	**10017**
	(Zip Code)

(Address of Principal Executive Offices)

Registrant s telephone number, including area code: **(212) 832-3232**

(Former name or former address, if changed from 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)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ 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))

Item 2.02. Results of Operations and Financial Condition

On January 28, 2009, Cohen & Steers, Inc. (the Company) issued a press release regarding the Company s earnings and business for the quarter and year ended December 31, 2008. A copy of the press release issued by the Company is attached as Exhibit 99.1. All information in the press release is furnished, but not filed.

In the attached press release, the Company discloses (i) earnings per share and pretax income from continuing operations for the quarter ended December 31, 2008, each adjusted to exclude the effect of an expense due to impairment charges associated primarily with previously acquired intangible assets and an expense due to severance and other employee related costs; (ii) earnings per share and pretax income from continuing operations for the year ended December 31, 2008, each adjusted to exclude the effect of an expense due to impairment charges associated primarily with previously acquired intangible assets, an expense due to severance and other employee related costs, an expense associated with losses recorded on available-for-sale securities, and an adjustment to tax expense associated with available-for-sale securities; and (iii) earnings per share and pretax income from continuing operations for the year ended December 31, 2007, each adjusted to exclude the effect of an expense associated with the payment of an additional compensation agreement entered into in connection with the offering of a Cohen & Steers closed-end mutual fund.

The Company s management believes that because the aforementioned items are unusual to its business, the disclosed non-GAAP earnings per share and pretax income information enhance understanding of the Company s operating performance.

A reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are included in the press release. While the Company s management believes that this non-GAAP financial information is useful in evaluating the Company s operations, this information should be considered as supplemental in nature and not as a substitute for the related financial information prepared in accordance with GAAP.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The exhibit listed on the Exhibit Index accompanying this Form 8-K is furnished herewith.

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 hereunto duly authorized.

Cohen & Steers, Inc.

(Registrant)

Date: January 28, 2009

By: /s/ Matthew S. Stadler
Name: Matthew S. Stadler
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

99.1	Press release dated January 28, 2009 issued by the Company with respect to the Company s fourth quarter and 2008 earnings.