

Invesco Ltd.  
Form 8-K  
December 23, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 3, 2011

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Invesco Ltd.

(Exact name of registrant as specified in its charter)

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|--|---------------------------------------|--|
| Bermuda<br>(State or other jurisdiction<br>of incorporation) | 001-13908<br>(Commission File Number) | 98-0557567<br>(IRS Employer<br>Identification No.) |
|--|---------------------------------------|--|

|  |                     |
|--|---------------------|
| 1555 Peachtree Street, NE, Atlanta,<br>Georgia<br>(Address of principal executive offices) | 30309<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (404) 892-0896

n/a

(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

\*\* 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)
  - .. 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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Item 1.01 Entry Into a Material Definitive Agreement.

As previously reported in its Current Report on Form 8-K, filed with the SEC on June 7, 2011, the registrant and certain of its affiliates entered into a five-year unsecured \$1.25 billion credit facility on June 3, 2011 (the “Credit Agreement”), which amended and restated its prior \$1.25 billion credit agreement from May 2010. A copy of the Credit Agreement is filed herewith as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits.  
(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Credit Agreement, dated as of June 3, 2011, among Invesco Holding Company Limited, IVZ, Inc., Invesco Finance Limited, Invesco Finance, Inc., Invesco Ltd., the banks, financial institutions and other institutional lenders from time to time a party thereto and Bank of America, N.A., as administrative agent. |

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SIGNATURES

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.

Invesco Ltd.

By: /s/ Kevin M. Carome  
Senior Managing Director and  
General Counsel

Date: December 23, 2011

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Exhibit Index

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