

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

Prospectus filed pursuant to Rule 424(b)(2)

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FILER

LEHMAN BROTHERS HOLDINGS INC

CIK: **806085** | IRS No.: **133216325** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **424B2** | Act: **33** | File No.: **033-65674** | Film No.: **94500568**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address	Business Address
<i>AMERICAN EXPRESS TOWER WORLD FINANCIAL CENTER ATTN GEN COUNSEL NEW YORK NY 10283</i>	<i>AMERICAN EXPRESS TWR WORLD FINANCIAL CNTR NEW YORK NY 10285 2122982000</i>

PRICING SUPPLEMENT NUMBER 21
(To Prospectus dated October 4, 1993 and
Prospectus Supplement dated October 4, 1993)

Filed Under Rule
424(b)(2)
File No. 33-65674

\$100,000,000

LEHMAN BROTHERS HOLDINGS INC.
FLOATING RATE MEDIUM-TERM NOTES, SERIES E DUE JANUARY 12, 1999

Lehman Brothers Inc., as underwriter ("Lehman Brothers"), has agreed to purchase an aggregate principal amount of \$100,000,000 of Constant Maturity Treasury Floating Rate Medium-Term Notes, Series E (the "CMT Notes") to be issued in book-entry form on January 12, 1994. The following description of the particular terms of the CMT Notes supplements, and to the extent inconsistent with replaces the description of Notes set forth in the Prospectus and the Prospectus Supplement to which this Pricing Supplement relates.

The CMT Notes will bear interest at a rate equal to the CMT Rate (as hereinafter described) plus 0.15% from January 12, 1994 or from the most recent interest payment date to which interest has been paid or provided for, payable quarterly on January 12, April 12, July 12 and October 12 of each year and at the Maturity Date (as hereinafter defined), commencing April 12, 1994 to January 12, 1999 (the "Maturity Date"). The Initial Interest Rate is 4.43% and the interest rate will reset on January 12, April 12, July 12 and October 12 of each year, commencing April 12, 1994 (each a "Reset Date"). The initial Interest Determination Date for the Initial Interest Rate is January 4, 1994. The interest factor used to calculate accrued interest from the Issue Date or from and excluding the last date to which interest has been paid, as the case may be, is calculated on the basis of a 365-day year and the actual number of days elapsed during the applicable period for which interest is calculated.

The Constant Maturity Treasury Rate (the "CMT Rate") for a Reset Date is the rate displayed on Telerate Page 7059 (as hereinafter defined) for "Daily Treasury Constant Maturities and Money Markets...Federal Reserve Board Release H.15...Mondays approximately 3:45 p.m. EDT," under the heading "2 Year" for the last Business Day in the "Current Week" section as of the applicable CMT Interest Determination Date (as hereinafter defined) or such other page as may replace that page on such service for the purpose of displaying rates or prices comparable to the CMT Rate, as determined by Lehman Brothers Special Financing Inc. (the "Calculation Agent"). If the CMT Rate is no longer so displayed on a CMT Interest Determination Date, then the CMT Rate for the applicable Reset Date will be determined to be the 2-year Constant Maturity Treasury rate (or such other 2-year United States Treasury rate) on the CMT Interest Determination Date with respect to such Reset Date as may then be published by either the Board of Governors of the Federal Reserve System or the United States Department of the Treasury which the Calculation Agent determines to be comparable to the rate

formerly displayed on Telerate Page 7059 and published in H.15(519). If no such comparable information is available, then the CMT Rate for the Reset Date will be determined by the Calculation Agent and will be a yield to maturity based on the arithmetic mean of the secondary market closing bid side prices (as of approximately 3:30 p.m. New York City time on the CMT Interest Determination Date) reported, according to the written records, by three leading United States primary government securities dealers (each, a "Reference Dealer") in The City of New York (from five such Reference Dealers selected by the Calculation Agent and eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or in the event of equality, one of the lowest)), for the most recently issued direct noncallable fixed rate obligations of the United States with an original maturity of two years; provided, however, in the event three or four (and not five) of such Reference Dealers are so quoting, then the CMT Rate will be based on the arithmetic mean of all the bid prices obtained. In the event that fewer than three Reference Dealers selected by the Calculation Agent are so quoting, the CMT Rate will be the CMT Rate in effect on the immediately preceding Reset Date.

The term "Telerate Page 7059" means the display designated as page "7059" on the Telerate Service, or such other page as may replace the 7059 page on that service or such other service or services as may be nominated by the Board of Governors of the Federal Reserve System or the United States Department of the Treasury for the purpose of displaying the "Daily Treasury Constant Maturities".

The term "CMT Interest Determination Date" shall mean the day that is two (2) Business Days prior to the Reset Date.

The CMT Notes will be purchased by Lehman Brothers at 99.50% of their principal amount constituting a discount of 0.50% and will be reoffered to the public initially at par and may thereafter offer the CMT Notes at varying prices to be determined from time to time. The net proceeds to the Company are \$99,500,000, and the total underwriting discount is \$500,000. The CMT Notes are not subject to redemption or repayment prior to the Maturity Date and are not subject to any sinking fund.

The Company has been advised that Lehman Brothers proposes to offer the CMT Notes to certain dealers at par less a concession not in excess of .30% of the principal amount. Lehman Brothers may allow and such dealers may reallow a concession not in excess of .25% of the principal amount to certain other dealers. After the initial public offering, the public offering price and such concessions may be changed.

LEHMAN BROTHERS

January 4, 1994

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No dealer, salesman or other person has been authorized to give any

information or to make any representations other than those contained in this Pricing Supplement and the accompanying Prospectus and Prospectus Supplement and, if given or made, such information or representations must not be relied upon as having been authorized. Neither the delivery of this Pricing Supplement and the accompanying Prospectus and Prospectus Supplement nor any sale made hereunder or thereunder shall under any circumstances create an implication that there has been no change in the affairs of the Company since the date hereof. Neither this Pricing Supplement nor the accompanying Prospectus and Prospectus Supplement constitutes an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

\$100,000,000

LEHMAN BROTHERS
HOLDINGS INC.
Floating Rate Medium-Term
Notes, Series E
Due January 12, 1999

PRICING SUPPLEMENT
Dated
January 4, 1994

LEHMAN BROTHERS

