

NEUBERGER BERMAN INC
 Form 424B3
 June 28, 2002

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PROSPECTUS SUPPLEMENT NO. 5

\$175,000,000

Neuberger Berman Inc.
 Liquid Yield Option(TM) Notes due 2021
 (Zero Coupon-Senior)
 And
 Common Stock Issuable Upon
 Conversion and/or Purchase of the LYONs

This prospectus supplement supplements the prospectus dated August 20, 2001 of Neuberger Berman Inc., as supplemented September 4, 2001, September 17, 2001, November 12, 2001 and May 28, 2002 (as supplemented prior to the date hereof, the "prospectus"), relating to the sale by certain of our securityholders (including their pledgees, donees, assignees, transferees, successors and others who later hold any of our securityholders' interests) of up to \$175,000,000 aggregate principal amount at maturity of LYONs and the common shares issuable upon conversion, and/or purchase by us, of the LYONs. You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is qualified in its entirety by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

When we use the term "we" in this prospectus supplement, we mean Neuberger Berman Inc., a Delaware corporation.

The table of selling securityholders contained on page 44 of the prospectus is hereby amended to add the entities who are named below as selling securityholders.

Name -----	Aggregate Principal Amount of LYONs at Maturity that May be Sold -----	Percentage of LYONs Outstanding -----	Number of of Common That May B (1) -----
TQA Master Fund, Ltd.	\$1,540,000	*	21,
TQA Master Plus Fund, Ltd.....	770,000	*	10,
Zurich Institutional Benchmarks Master Fund c/o TQA Investors, LLC.....	300,000	*	4,

Additionally, the following represents updated information regarding the selling securityholders listed in the selling securityholders table in the prospectus.

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Name -----	Aggregate Principal Amount of LYONs at Maturity that May be Sold -----	Percentage of LYONs Outstanding -----	Number of of Common That May B (1) -----
All other holders of LYONs or future transferees, pledgees, donees, assignees or successors of any such holders (6) (7)	125,192,000	75.30%	1,738
Total.....	166,260,000	100.00%	2,309

* Less than 1%.

[Footnotes in this prospectus supplement correspond to the footnotes in the prospectus.]

- (1) Calculated assuming only the conversion of all of the holder's LYONs at a conversion rate of stock per \$1,000 principal amount at maturity of the LYONs (giving effect to the three-for-two shares of our common stock on August 16, 2001 to stockholders of record on August 1, 2001). subject to adjustment, however, as described under "Description of the LYONs--Conversion Right" number of shares of common stock issuable upon conversion of the LYONs may increase or decrease. The number in this column does not include common stock that we may issue upon purchase of LYONs by a holder nor does it include any other shares of common stock otherwise held by each such holder.
- (2) Calculated based on 70,417,805 shares of common stock outstanding as of April 30, 2002. In calculating the number of shares of common stock issuable upon conversion of all LYONs. However, we did not assume the conversion of any other holder's LYONs.
- (6) Information about other selling securityholders will be set forth in prospectus supplements.
- (7) Assumes that any other holders of LYONs, or any future transferees, pledgees, donees, assignees, or successors of any such other holders of LYONs, do not beneficially own any common stock other than that issuable upon conversion of the LYONs at the initial conversion rate.

The information contained in this prospectus supplement regarding the selling securityholders has been prepared from information given to us by those selling securityholders on or prior to the date of this prospectus supplement.

Investing in the LYONs involves risks that are described in the "Risk Factors" section beginning on page 9 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 28, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.