

Invesco Ltd.  
Form 10-Q/A  
November 02, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q/A  
(Amendment No. 1)  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2012

OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 1-13908

Invesco Ltd.  
(Exact Name of Registrant as Specified in Its Charter)

Bermuda 98-0557567  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

1555 Peachtree Street, N.E., Suite 1800, Atlanta, GA 30309  
(Address of Principal Executive Offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class                       | Name of Exchange on Which Registered |
|---|--------------------------------------|
| Common Shares, \$0.20 par value per share | New York Stock Exchange              |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes  No

As of September 30, 2012, the most recent practicable date, 444,042,032 of the company's common shares par value \$0.20 per share, were outstanding.

Explanatory Note

This amendment (the “Amendment”) to the Quarterly Report on Form 10-Q for the interim period September 30, 2012, of Invesco Ltd. (the “Original Form 10-Q”) is being filed for the purposes of correcting a clerical error in the date of the certifications set forth in Exhibits 32.1 and 32.2.

This Amendment solely modifies Part II, Item 6 of the Original Form 10-Q. All other Items of the Original Form 10-Q are unaffected by this Amendment and such Items have not been included in this Amendment.

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit Index

- |         |  |
|---------|--|
| 3.1     | Memorandum of Association of Invesco Ltd., incorporating amendments up to and including December 4, 2007, incorporated by reference to exhibit 3.1 to Invesco’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 12, 2007     |
| 3.2     | Amended and Restated Bye-Laws of Invesco Ltd., incorporating amendments up to and including December 4, 2007, incorporated by reference to exhibit 3.2 to Invesco’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 12, 2007 |
| 31.1    | Certification of Martin L. Flanagan pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2    | Certification of Loren M. Starr pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.1    | Certification of Martin L. Flanagan pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 32.2    | Certification of Loren M. Starr pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 101.INS | XBRL Instance Document, incorporated by reference to exhibit 101.INS to Invesco's Form 10-Q for the quarterly period ended September 30, 2012  |
| 101.SCH | XBRL Schema Document, incorporated by reference to exhibit 101.SCH to Invesco's Form 10-Q for the quarterly period ended September 30, 2012  |
| 101.CAL | XBRL Calculation Linkbase Document, incorporated by reference to exhibit 101.CAL to Invesco's Form 10-Q for the quarterly period ended September 30, 2012  |
| 101.LAB | XBRL Labels Linkbase Document, incorporated by reference to exhibit 101.LAB to Invesco's Form 10-Q for the quarterly period ended September 30, 2012   |
| 101.PRE | XBRL Presentation Linkbase Document, incorporated by reference to exhibit 101.PRE to Invesco's Form 10-Q for the quarterly period ended September 30, 2012   |
| 101.DEF |  |

XBRL Definition Linkbase Document, incorporated by reference to exhibit 101.DEF to Invesco's Form 10-Q for the quarterly period ended September 30, 2012

---

**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 thereunto duly authorized.

November 2, 2012

INVESCO LTD.  
/s/ MARTIN L. FLANAGAN  
Martin L. Flanagan  
President and Chief Executive Officer

November 2, 2012

/s/ LOREN M. STARR  
Loren M. Starr  
Senior Managing Director and Chief Financial Officer