

JMP Group Inc.
Form 8-K
March 05, 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): 03/03/2009

JMP Group Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-33448

Delaware
(State or other jurisdiction of
incorporation)

20-1450327
(IRS Employer

Identification No.)

600 Montgomery Street, Suite 1100

San Francisco, CA 94111

(Address of principal executive offices, including zip code)

415-835-8900

(Registrant's telephone number, including area code)

(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:

- 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 March 4, 2009, JMP Group Inc. (the Company) issued a press release announcing certain financial information regarding the Company's declared dividend and share repurchases. A copy of the Company's press release containing this information is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to Item 2.02, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

The information furnished in this report, including Exhibit 99.1, shall not be deemed to constitute an admission that such information or exhibit is required to be furnished pursuant to Regulation FD or that such information or exhibit contains material information that is not otherwise publicly available. In addition, the Company does not assume any obligation to update such information or exhibit in the future.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of Directors. On March 3, 2009, H. Mark Lunenburg was appointed to the Board of Directors of the Company to fill a vacancy on the Board. The Board determined that Mr. Lunenburg is independent in accordance with the director independence standards established under the Company's Corporate Governance Policies and applicable rules and regulations, including the rules of the New York Stock Exchange. Mr. Lunenburg's initial term as director will end as of the Annual Meeting in 2009 or until his earlier resignation or other departure. Mr. Lunenburg's appointment increases the Company's total number of board members to ten and brings the number of independent directors to six.

Mr. Lunenburg has been granted 18,000 restricted stock units under the JMP Group Inc. 2007 Equity Incentive Plan. The restricted stock units will vest as follows: one-third (1/3) of the restricted stock units on March 3, 2009, one-third (1/3) of the restricted stock units on March 3, 2010 and one-third (1/3) of the restricted stock units on March 3, 2011 provided that Mr. Lunenburg remains a director at each such anniversary.

The Company issued a press release on March 4, 2009 announcing the appointment of H. Mark Lunenburg. A copy of the press release is furnished herewith as Exhibit 99.2.

Item 8.01. Other Events.

On March 3, 2009, the Company's Board of Directors approved the additional repurchase of up to 500,000 shares of the Company's outstanding common stock during the next twelve months. The authorization will be exercised from time to time, subject to market conditions, the relative attractiveness of other capital deployment opportunities and regulatory considerations. The Company may repurchase shares on the open market or in private transactions. The stock repurchase program may be modified or discontinued at any time. These shares will also be subject to a repurchase plan which would permit repurchase activity during blackout periods in which certain officers of the Company would not otherwise be able to purchase or sell, or direct the Company to purchase or sell, Company securities. Repurchases made under this plan will comply with the requirements of Rule 10b5(c)(1)(i) and, to the extent applicable, Rule 10b-18 under the Exchange Act.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are furnished as part of this Current Report on Form 8-K:

- 99.1 Press release of the Company dated March 4, 2009.
- 99.2 Press release of the Company dated March 4, 2009.

Signature(s)

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.

JMP GROUP INC.

Date: March 5, 2009

By: /s/ Janet L. Tarkoff
Janet L. Tarkoff
Chief Legal Officer