

JMP GROUP LLC  
Form 8-K  
May 05, 2015

**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**

**May 5, 2015**

Date of Report

(Date of earliest event reported)

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**JMP GROUP LLC**

**JMP GROUP INC.**

(Exact name of registrant as specified in its governing document)

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**Delaware**

**001-36802**

**47-1632931**

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**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**001-33448**

(Commission File Number)

**20-1450327**

(I.R.S. Employer Identification No.)

**600 Montgomery Street, Suite 1100**

**94111**

**San Francisco, CA**

(Address of principal executive offices) (Zip Code)

**(415) 835-8900**

(Registrant's telephone number, including area code)

**Not Applicable**

(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)

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 8.01 Other Events.**

This Form 8-K is being filed jointly by JMP Group LLC (“JMP LLC”) and JMP Group Inc. (“JMP Inc.”).

On January 1, 2015, JMP Inc. became a wholly-owned subsidiary of JMP LLC who became a successor issuer with respect to JMP Inc.’s common stock under Rule 12g-3. Also, on January 1, 2015, the Third Supplemental Indenture among JMP LLC, JMP Inc., JMP Investment Holdings LLC, and U.S. Bank National Association became effective. Under the Third Supplemental Indenture, JMP LLC and JMP Investment Holdings LLC have jointly and severally provided a full and unconditional guarantee (the “Guarantee”) of the 7.25% Senior Notes due 2021 and 8.00% Senior Notes due 2023 (collectively the “Notes”) issued by JMP Inc.

In accordance with Rule 3-10(d) of Reg. S-X and Rule 12h-5(a) of the Securities Exchange Act of 1934, as amended (the “Act”), JMP Inc. as an issuer of a guaranteed security is exempt from the requirements of Section 13(a) or 15(d) of the Act. JMP LLC will include condensed consolidating financial information regarding JMP Inc. in its periodic reports. The Notes will continue to be listed on the NYSE.

Because the Guarantee of the Notes was effective on January 1, 2015, JMP Inc.’s eligibility to be exempt from the requirements of Section 13(a) or 15(d) of the Act began on such day and, therefore, it is exempt from filing its Form 10-Q for the quarterly period January 1 to March 31, 2015 and will cease filing subsequent current, quarterly, and annual reports.

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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.

Date: May 5, 2015

**JMP GROUP LLC**

By: /s/ Raymond S. Jackson  
Name: Raymond S. Jackson  
Title: Chief Financial Officer

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.

Date: May 5, 2015

**JMP GROUP INC.**

By: /s/ Raymond S. Jackson  
Name: Raymond S. Jackson  
Title: Chief Financial Officer

