

JMP Group Inc.  
Form 8-K  
February 12, 2014  
**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): February 11, 2014**

**JMP Group Inc.**

**(Exact  
name of  
registrant  
as specified  
in its  
charter)**

**Commission  
File  
Number:  
001-33448**

**Delaware**

**20-1450327**

**(State or other jurisdiction of (IRS Employer**

incorporation)

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)

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))**

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**Item 8.01 Other Events**

On February 11, 2014, JMP Group Inc. (the “Company”) issued \$6.3 million of its 7.25% Senior Notes due 2021 (the “Overallotment Notes”) pursuant to the underwriters’ exercise in full of their over-allotment option in connection with the Company’s offering of \$42 million of 7.25% Senior Notes due 2021 (the “Offering”), which was completed on January 29, 2014. The net proceeds to the Company from the exercise of this option, after deducting discounts and commissions, but before expenses, are approximately \$6.1 million.

The Overallotment Notes, as with the senior notes issued by the Company on January 29, 2014, were offered and sold pursuant to an effective Registration Statement on Form S-3 (File No. 333-183619) filed with the Securities and Exchange Commission on August 29, 2012, and a related prospectus and prospectus supplement on file with the Securities and Exchange Commission, and were issued pursuant to an Indenture, dated as of January 24, 2013, by and between the Company and U.S. Bank National Association, as trustee, as supplemented by a Second Supplemental Indenture, dated as of January 29, 2014.

Keefe, Bruyette & Woods, Inc., Jefferies LLC and JMP Securities LLC, acted as representatives of the several underwriters named in the Underwriting Agreement with the Company, dated January 22, 2014, pursuant to which the over-allotment option was exercised.

In connection with the offering of the Overallotment Notes, the Company is filing as Exhibit 5.1 hereto an opinion of counsel addressing the validity of the Overallotment Notes. Such opinion is incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No. Description**

- |      |  |
|------|--|
| 5.1  | Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the Overallotment Notes. |
| 23.1 | Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1 hereto).                  |



**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: February 11, 2014 By: /s/ Scott Solomon

Scott Solomon

Chief Legal Officer and Secretary