

JMP Group Inc.  
Form 8-K/A  
October 05, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K/A**

**Current Report**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 6, 2011

**JMP Group Inc.**

(Exact name of registrant as specified in its charter)

Commission File Number: 001-33448

**Delaware**  
(State or other jurisdiction of  
incorporation)

600 Montgomery Street, Suite 1100

**20-1450327**  
(IRS Employer

Identification No.)

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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))

**Explanatory Note**

This Current Report on Form 8-K/A is being filed as an amendment (this Amendment No. 1 ) to the Current Report on Form 8-K filed by JMP Group Inc. (the Company ), with the U.S. Securities and Exchange Commission on June 7, 2011 (the Original Filing ). The sole purpose of this Amendment No. 1 is to disclose the Company s determination as to how frequently it will conduct advisory votes on executive compensation. No other changes have been made to the Original Filing.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 6, 2011, at the 2011 annual meeting of stockholders of the Company, the Company s stockholders voted on, among other matters, an advisory proposal on the frequency of holding future advisory votes on executive compensation. As previously reported in the Original Filing, the Company s stockholders determined, on an advisory basis, that such stockholders preferred frequency of an advisory vote on the Company s executive compensation is every year.

Consistent with the stated preference of the Company s stockholders, the Board of Directors of the Company determined that the Company will include an advisory vote on executive compensation in the Company s proxy materials every year.

**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.

JMP GROUP INC.

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

Date: October 5, 2011