

RODMAN & RENSHAW CAPITAL GROUP, INC.  
Form 8-K  
May 03, 2011

---

---

**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): May 3, 2011

---

**RODMAN & RENSHAW CAPITAL GROUP, INC.**

---

(Exact name of Registrant as specified in its charter)

Delaware

001-33737

84-1374481

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

1251 Avenue of the Americas, New York, New York

10020

(Address Of Principal Executive Office)

(Zip Code)

Registrant's telephone number, including area code (212) 356-0500

---

(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))
-



**Item 2.02. Results of Operations and Financial Condition.**

On May 3, 2011, Rodman & Renshaw Capital Group, Inc. ( Rodman ) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference, announcing its financial results for the first quarter ended March 31, 2011.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 3, 2011, announcing financial results for the first quarter ended March 31, 2011.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, furnished pursuant to Item 2.02, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

\* \* \* \* \*

**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.

Dated: May 3, 2011

Rodman & Renshaw Capital Group, Inc.

By: /s/ David J. Horin

\_\_\_\_\_  
David J. Horin  
Chief Financial Officer

**Exhibit Index**

**Exhibit  
Number**

**Description**

99.1 Press release, dated May 3, 2011, announcing financial results for the first quarter ended March 31, 2011.

3

---