

RODMAN & RENSHAW CAPITAL GROUP, INC.  
Form 8-K  
May 25, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**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 22, 2012

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

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(Exact name of Registrant as specified in its charter)

Delaware

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(State or other jurisdiction  
of incorporation)

001-33737

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(Commission  
File Number)

84-1374481

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(IRS Employer  
Identification No.)

1251 Avenue of the Americas, New York, New York

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(Address Of Principal Executive Office)

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

10020

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(Zip 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 3.01: Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard.**

On May 22, 2012, Rodman & Renshaw Capital Group, Inc. (the Company) received a notification letter (the Notice) from The NASDAQ Stock Market (NASDAQ) advising the Company that for the 30 consecutive trading days preceding the date of the Notice, the bid price of the Company's common stock had closed below the \$1.00 per share minimum price required for continued listing on The NASDAQ Global Market pursuant to NASDAQ Marketplace Rule 5450(a)(1) (the Minimum Bid Price Rule). The Notice has no effect on the listing of the Company's common stock at this time and the Company's common stock will continue to trade on the NASDAQ Global Market under the symbol RODM. The Notice also stated that the Company would be provided 180 calendar days, or until November 19, 2012, to regain compliance with the Minimum Bid Price Rule. To regain compliance, the closing bid price of the Company's common stock must be at least \$1.00 per share for a minimum of ten consecutive business days prior to that date.

If the Company does not regain compliance by November 19, 2012, the Company may be eligible for an additional grace period if it applies to transfer the listing of its common stock to the NASDAQ Capital Market. To qualify, the Company would be required to meet the continued listing requirements for market value of publicly held shares and all other initial listing standards for the NASDAQ Capital Market, with the exception of the minimum bid price requirement, and provide written notice of its intention to cure the minimum bid price deficiency during the second compliance period by effecting a reverse stock split, if necessary. If the NASDAQ staff determines that the Company will not be able to cure the deficiency, or if the Company is otherwise not eligible for such additional compliance period, NASDAQ will provide notice that the Company's common stock will be subject to delisting. The Company would then have the right to appeal a determination to delist its common stock, and the common stock would remain listed on the NASDAQ Global Market until the completion of the appeal process.

The Company intends to continue to monitor the bid price for its common stock. If the Company's common stock does not trade at a level that is likely to regain compliance with the Minimum Bid Price Rule, the Company's Board of Directors will consider other options that may be available to achieve compliance.

**Item 5.02: Departure of Directors or Certain Officers.**

On May 22, 2012, Mark L. Friedman resigned from the Board of Directors of the Company.

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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.

Rodman & Renshaw Capital Group, Inc.

Dated: May 25, 2012

By: /s/ David J. Horin

David J. Horin  
Chief Financial Officer

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