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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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

Date of report (Date of earliest event reported): May 13, 2019

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**JMP Group LLC**  
(Exact Name of Registrant as Specified in Charter)

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Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-36802  
(Commission  
File Number)

47-1632931  
(I.R.S. Employer  
Identification No.)

600 Montgomery Street, Suite 1100, San Francisco, California 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)

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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:

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Shares representing limited liability company interests in JMP Group LLC	JMP	New York Stock Exchange
JMP Group Inc. 8.00% Senior Notes due 2023		New York Stock Exchange
JMP Group Inc. 7.25% Senior Notes due 2027		New York Stock Exchange

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**Item 8.01. Other Events.**

On May 13, 2019, JMP Group LLC, a Delaware limited liability company (“JMP” or the “Company”) issued a press release announcing that on May 16, 2019, it plans to launch a tender offer (the “Tender Offer”) to repurchase for cash up to 3,000,000 shares representing limited liability company interests in JMP (the “Shares”). In connection with the Tender Offer, JMP will file a tender offer statement on Schedule TO (the “Schedule TO”) with the Securities and Exchange Commission (the “SEC”).

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No.    Description**

99.1            [Press Release issued by the Company, dated May 13, 2019.](#)

**Additional Information and Where to Find It**

The Tender Offer described herein has not yet commenced. This Form 8-K and the attached press release are for informational purposes only, are not a recommendation to buy or sell Shares, and do not constitute an offer to buy or the solicitation to sell Shares. The Tender Offer will be made only pursuant to the Offer to Purchase, Letter of Transmittal and related materials that JMP expects to file with the SEC. Shareholders should read carefully the Offer to Purchase, Letter of Transmittal and related materials because they contain important information, including the various terms of, and conditions to, the Tender Offer. Once the Tender Offer is commenced, shareholders will be able to obtain a free copy of the Schedule TO, the Offer to Purchase, Letter of Transmittal and other documents that JMP will be filing with the SEC at the SEC’s website at [www.sec.gov](http://www.sec.gov) or the investor information section of JMP’s website at [www.jmpg.com](http://www.jmpg.com).

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**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 LLC

Date: May 13, 2019

By: /s/ Raymond Jackson  
Raymond Jackson  
Chief Financial Officer



## JMP GROUP ANNOUNCES SELF-TENDER OFFER

**SAN FRANCISCO, May 13, 2019** — JMP Group LLC (NYSE: JMP), an investment banking and alternative asset management firm, today announced its plan to launch a tender offer to purchase up to 3,000,000 shares representing limited liability company interests in JMP Group (the “Shares”) at a purchase price per Share of \$3.95. On May 13, 2019, the closing price of the Shares was \$3.72 per Share. The offer to purchase the Shares is expected to commence on Thursday, May 16, 2019 and is expected to expire at 11:59 p.m., New York City time on June 13, 2019, unless extended. The offer will not be conditioned on any minimum number of Shares being tendered.

If the tender offer is fully subscribed, JMP Group will have purchased approximately 14.1% percent of its outstanding Shares as of March 31, 2019.

While JMP Group’s board of directors has authorized the company to make the tender offer, neither JMP Group nor its board of directors makes any recommendation to any shareholder as to whether to tender or refrain from tendering any Shares. JMP Group has not authorized any person to make any such recommendation. Shareholders must decide whether to tender their Shares and, if so, how many Shares to tender. In doing so, shareholders should carefully evaluate all of the information in the tender offer documents, when available, before making any decision with respect to the tender offer, and should consult their own broker or other financial and tax advisors.

The company has retained JMP Securities LLC as the dealer manager for the tender offer and D.F. King & Co., Inc. as the information agent.

Copies of the Offer to Purchase and the Letter of Transmittal are being mailed to holders of the Shares. Additional copies of the Offer to Purchase, the Letter of Transmittal or the Notice of Guaranteed Delivery may be obtained at JMP Group’s expense from the information agent, D.F. King & Co., Inc. at 48 Wall Street, 22nd Floor, New York, New York 10005. Banks and brokerage firms should call (212) 269-5550; all others should call (800) 622-1569 (toll-free).

Questions regarding the tender offer should be directed to D.F. King & Co., Inc. at (800) 622-1569 (toll-free) or by email at [jmp@dfking.com](mailto:jmp@dfking.com).

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### **Certain Information Regarding the Tender Offer**

The tender offer described in this press release has not yet commenced. The information in this press release describing JMP Group's tender offer is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Shares in the tender offer. On the commencement date of the tender offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related materials, will be filed with the United States Securities and Exchange Commission (the "SEC") by JMP Group. The tender offer will only be made pursuant to the offer to purchase, the letter of transmittal and related materials filed as a part of the Schedule TO. Shareholders should read the offer to purchase and the related materials carefully because they contain important information, including the various terms and conditions of the tender offer. Once the tender offer is commenced, shareholders will be able to obtain a free copy of the Schedule TO, the offer to purchase and other documents that JMP Group will be filing with the SEC from the SEC's website at [www.sec.gov](http://www.sec.gov). Shareholders may also obtain a copy of these documents, without charge, from D.F. King & Co., Inc., the information agent for the tender offer, by calling (800) 622-1569 (toll free). Shareholders are urged to carefully read these materials prior to making any decision with respect to the tender offer. Shareholders and investors who have questions or need assistance may call D.F. King & Co., Inc., the information agent for the tender offer, toll free at (800) 622-1569 or by email at [jmp@dfking.com](mailto:jmp@dfking.com).

### **Cautionary Note Regarding Forward-Looking Statements**

JMP Group has made statements in this press release that are forward-looking statements, including the expected timing, size or other terms of the tender offer and the company's ability to complete the tender offer. In some cases, you can identify these statements by forward-looking words such as "may", "will", "expect", "plan", or "believe", the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about JMP Group, may include projections of company's future financial performance, based on its growth strategies and anticipated trends in its business. These statements are only predictions based on JMP Group's current expectations and projections about future events. There are important factors that could cause the company's actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks outlined under "Risk Factors" in JMP Group's 2018 Annual Report on Form 10-K, and carefully review the other reports filed by us with the SEC from time to time, including Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. JMP Group is under no duty to and it does not undertake any obligation to update or review any of these forward-looking statements after the date of this press release.

### **About JMP Group**

JMP Group LLC is a diversified capital markets firm that provides investment banking, equity research, and sales and trading services to corporate and institutional clients as well as alternative asset management products and services to institutional and high-net-worth investors. JMP Group conducts its investment banking and research, sales and trading activities through JMP Securities; its hedge fund, venture capital and private capital activities through Harvest Capital Strategies and JMP Asset Management; and the management of Harvest Capital Credit Corporation (NASDAQ: HCAP), a business development company, through HCAP Advisors. For more information, visit [www.jmpg.com](http://www.jmpg.com).

### **Investor Relations Contact**

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