

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

FORM S-8

**UNDER
THE SECURITIES ACT OF 1933**

JMP Group LLC

(Exact Name of Registrant as Specified in Its Governing Document)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

47-1632931

(I.R.S. Employer Identification No.)

**600 Montgomery Street, Suite 1100
San Francisco, California 94111
(415) 835-8900**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**JMP Group LLC Amended and Restated Equity
Incentive Plan**

(Full Title of the Plan)

**Scott Solomon
Chief Legal Officer**

**600 Montgomery Street, Suite 1100
San Francisco, California 94111
(415) 835-8900**

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:

Andrew D. Thorpe, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, California 94105
Telephone: (415) 773-5700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per unit ⁽²⁾	Aggregate maximum offering price	Amount of registration fee
Common Shares	3,000,000	\$8.03	\$24,090,000	\$2,800

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall cover any additional securities that may from time to time be offered or issued under the adjustment provisions of the employee benefit plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) promulgated under the Securities Act, based upon the average of the high and low prices of the registrant's common stock as reported on the New York Stock Market on January 23, 2015.

REGISTRATION OF ADDITIONAL SECURITIES

PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8 under the Securities Act, this Registration Statement is filed for the purpose of registering 3,000,000 additional shares of our common stock to be issued under the JMP Group LLC Amended and Restated Equity Incentive Plan, which are the same class as those securities previously registered on effective Forms S-8 filed with the Securities and Exchange Commission on January 27, 2015 (File No. 333-142956), and the contents of that Registration Statements, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, are incorporated by reference into this Registration Statement

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Index to Exhibits attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 27th day of January, 2015.

JMP GROUP LLC

By: /s/ Joseph A. Jolson

Name: Joseph A. Jolson

Title: Chief Executive Officer

POWERS OF ATTORNEY

We, the undersigned officers and directors of JMP Group LLC, hereby severally constitute and appoint Joseph A. Jolson, Raymond S. Jackson and Scott Solomon, and each of them singly, our true and lawful attorneys with full power to any of them, and to each of them singly, to sign for us, and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all pre-effective and post-effective amendments to said registration statement (and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933), and generally to do all such things in our name and behalf in our capacities as officers and directors to enable JMP Group LLC to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Joseph A. Jolson</u> Joseph A. Jolson	Director, Chairman and Chief Executive Officer (Principal Executive Officer)	January 27, 2015
<u>/s/ Raymond S. Jackson</u> Raymond S. Jackson	Chief Financial Officer (Principal Financial and Accounting Officer)	January 27, 2015
<u>/s/ Craig R. Johnson</u> Craig R. Johnson	Director	January 27, 2015
<u>/s/ David M. DiPietro</u> David M. DiPietro	Director	January 27, 2015
<u>/s/ Kenneth M. Karmin</u> Kenneth M. Karmin	Director	January 27, 2015
<u>/s/ Mark L. Lehmann</u> Mark L. Lehmann	Director	January 27, 2015
<u>/s/ H. Mark Lunenburg</u> H. Mark Lunenburg	Director	January 27, 2015
<u>/s/ Jonathan M. Orszag</u> Jonathan M. Orszag	Director	January 27, 2015
<u>/s/ Carter D. Mack</u> Carter D. Mack	Director	January 27, 2015
<u>/s/ Glenn H. Tongue</u> Glenn H. Tongue	Director	January 27, 2015

**EXHIBIT INDEX
TO
REGISTRATION STATEMENT ON FORM S-8**

Exhibit Number	Description of Exhibit
5.1*	Opinion of Orrick, Herrington & Sutcliffe LLP
23.1*	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
23.2*	Consent of Pricewaterhouse Coopers LLP.
24.1*	Powers of Attorney (included on the signature page hereto)

* Filed herewith.



**ORRICK, HERRINGTON &
SUTCLIFFE LLP**
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SAN FRANCISCO, CALIFORNIA 94105-
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fax +1-415-773-5759
WWW.ORRICK.COM

January 27, 2015

JMP Group LLC
600 Montgomery Street
Suite 1100
San Francisco, CA 94111

Re: JMP Group LLC
Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we are rendering this opinion in connection with the proposed issuance pursuant to the JMP Group LLC Amended and Restated Equity Incentive Plan (the "Plan"), of up to an additional 3,000,000 shares of common shares representing limited liability company interests ("Shares") of JMP Group LLC, a Delaware limited liability company (the "Company").

We have examined instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Based on and subject to the foregoing, we are of the opinion that when the Registration Statement becomes effective pursuant to Rule 462 under the Securities Act and if and when the Shares have been issued upon the terms and conditions set forth in the Registration Statement, the Shares will be validly issued and purchasers of the Shares will not have any obligation to make payments to the Registrant or its creditors (other than the purchase price for the Shares) or contributions to the Registrant or its creditors solely by reason of the purchaser's ownership of the Shares.



ORRICK
JMP Group LLC
January 27, 2015
Page 2

We hereby consent to the filing of this opinion as an exhibit to this Registration Statement on Form S-8 and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion, as an exhibit or otherwise.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 13, 2014 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in JMP Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013.

/s/ PricewaterhouseCoopers LLP
San Francisco, California
January 27, 2015