

RODMAN & RENSHAW CAPITAL GROUP, INC.  
Form S-3/A  
November 30, 2009

As filed with the Securities and Exchange Commission on November 30, 2009  
Registration No. 333-162611

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

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**AMENDMENT NO. 3 TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

*(Exact name of registrant as specified in its charter)*

<b>Delaware</b>	<b>6211</b>	<b>84-1374481</b>
<i>(State or other jurisdiction of incorporation or organization)</i>	<i>(Primary Standard Industrial Classification Code Number)</i> <b>1251 Avenue of the Americas 20<sup>th</sup> floor New York, New York 10020 (212) 356-0500</b>	<i>(I.R.S. Employer Identification Number)</i>
<i>(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)</i>		

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**Edward Rubin  
Chief Executive Officer  
Rodman & Renshaw Capital Group, Inc.  
1251 Avenue of the Americas  
20<sup>th</sup> Floor  
New York, New York 10020  
(212) 356-0500**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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*Please send copies of all communications to:*

**Kenneth S. Rose, Esq.  
Morse, Zelnick, Rose & Lander, LLP  
405 Park Avenue**

Suite 1401  
New York, New York 10022  
(212) 838-5030  
(212) 208-6809 facsimile

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**Approximate date of commencement of proposed sale to the public:**

From time to time after the effective date of this registration statement as determined by the Registrant.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if smaller  
reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This Amendment No. 3 to the Registration Statement on Form S-3 of Rodman & Renshaw Capital Group, Inc. listed as registrant herein (Amendment No. 3) does not relate to the contents of the prospectus contained in the Registration Statement on Form S-3, which is not amended hereby. Accordingly, this Amendment No. 3 does not include a prospectus. This Amendment No. 3 is being filed solely for the purpose of filing Exhibit 23.1 as indicated on the exhibit index.

**THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.**

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**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-3 and has duly caused this Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York, on November 30, 2009.

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

By:           /s/ EDWARD RUBIN          

Edward Rubin,  
Chief Executive Officer

Signature	Title	Date
<u>          /s/ EDWARD RUBIN          </u> Edward Rubin	Chief Executive Officer (Principal Executive Officer) and Director	November 30, 2009
<u>          /s/ DAVID J. HORIN          </u> David J. Horin	Chief Financial Officer (Principal Accounting Officer)	November 30, 2009
<u>  *</u> Wesley K. Clark	Chairman	November 30, 2009
<u>  *</u> Michael Vasinkevich	Vice Chairman	November 30, 2009
<u>  *</u> John J. Borer III	Director	November 30, 2009
<u>  *</u> Sam Dryden	Director	November 30, 2009
<u>  *</u> Richard Cohen	Director	November 30, 2009
<u>  *</u> Marvin I. Haas	Director	November 30, 2009
<u>  *</u> Winston Churchill	Director	November 30, 2009

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Peter F. Drake

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Director

November 30, 2009

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Mark L. Friedman

\*By: /s/ EDWARD RUBIN

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Edward Rubin, Attorney-in-Fact

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EXHIBIT INDEX

Exhibit No.	Description
1.1	Form of Underwriting Agreement for Equity Securities*
1.2	Form of Underwriting Agreement for Debt Securities*
1.3	Form of Underwriting Agreement for Warrants*
1.11	Form of Underwriting Agreement for Units*
3.1(a)	Certificate of Incorporation(1)
3.1(b)	Amendment to Certificate of Incorporation(2)
3.2	Bylaws(1)
4.1	Specimen stock certificate(2)
4.2	Form of Enthrust Common Stock Purchase Warrant(3)
4.3	Registration Rights Agreement dated July 10, 2007(3)
4.4	Form of Senior Debt Indenture***
4.5	Form of Subordinated Debt Indenture***
5.1	Form of Opinion of Morse, Zelnick, Rose & Lander, LLP***
21.1	Subsidiaries(4)
23.1	Consent of KPMG LLP
23.2	Consent of Marcum LLP(5)
23.3	Consent of Morse, Zelnick, Rose & Lander, LLP (included in Exhibit 5.1)***
24.1	Power of Attorney***
25.1	Statement of Eligibility and Qualification on Form T-1 of the Trustee under the Senior Debt Indenture**
25.2	Statement of Eligibility and Qualification on Form T-1 of the Trustee under the Subordinated Debt Indenture**

\* To be filed, if necessary, by a pre- or post-effective amendment to the registration statement or as an exhibit to a document incorporated by reference herein.

\*\* To be filed pursuant to section 305(b)(2) of the Trust Indenture Act of 1939 on form 305B2.

\*\*\* Previously filed.

(1) Filed as an exhibit to our Current Report on Form 8-K filed on January 22, 2007 and incorporated herein by reference.

(2) Filed as an exhibit to Amendment #1 to our Registration Statement on Form S-1 (SEC No. 333-144684) on September 20, 2007 and incorporated herein by reference.

(3) Filed as an exhibit to our Current Report on Form 8-K dated July 11, 2007 and incorporated herein by reference.

(4) Filed as an exhibit to our Annual Report on Form 10-K dated March 11, 2009 and incorporated herein by reference.

(5) Not required with this filing.

