

RODMAN & RENSHAW CAPITAL GROUP, INC.  
Form 8-K  
May 15, 2012

**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 15, 2012

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

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-33737  
(Commission File Number)

84-1374481  
(IRS Employer Identification No.)

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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))

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**Item 8.01. Other Events.**

On May 15, 2012, Rodman & Renshaw Capital Group, Inc. hosted a conference call at 10:00 a.m. Eastern Time to discuss, among other things, its implementation plan for the name change to Direct Markets Holdings Corp., its new business strategy and changes to its Board of Directors. A copy of the transcript of the conference call is attached hereto as Exhibit 99.1.

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

(d) Exhibits

**Exhibit**

**No.    Description**

Transcript of the teleconference held by Rodman & Renshaw Capital Group, Inc. on May 15, 2012 at 10:00 a.m. Eastern Time.

99.1

\* \* \* \* \*

**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 15, 2012

By: /s/ David J. Horin

David J. Horin

Chief Financial Officer

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**Exhibit Index**

**Exhibit**

Description

**Number**

99.1 Transcript of the teleconference held by Rodman & Renshaw Capital Group, Inc. on May 15, 2012 at 10:00 a.m. Eastern Time.

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