

RODMAN & RENSHAW CAPITAL GROUP, INC.  
Form POS AM  
August 04, 2009

As filed with the Securities and Exchange Commission on August 4, 2009

Registration No. 333-149768

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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**84-1374481**

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

**1251 Avenue of the Americas  
New York, NY 33487  
(212) 356-0500**

**(212) 356-0536 Facsimile**

(Address, including zip code, and telephone number,  
including area code, of registrant's executive offices)

**Edward Rubin  
Chief Executive Officer  
1251 Avenue of the Americas  
New York, NY 33487  
(212) 356-0500**

**(212) 356-0536 Facsimile**

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

*Copy to:*

**Kenneth S. Rose, Esq.**

**Morse, Zelnick, Rose & Lander, LLP**  
**405 Park Avenue**  
**New York, New York 10022**  
**(212) 838-5030**  
**(212) 838-9190 Facsimile**

**THE PURPOSE OF THIS AMENDMENT IS TO DEREGISTER 7,325,699 SHARES OF  
COMMON STOCK.**

---

**PART II**

**Item 17. Undertakings**

Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 is filed in order to deregister 7,325,699 shares of common stock covered by this Registration Statement which remain unsold. No shares of common stock were sold pursuant to this Registration Statement. The offering covered by this Registration Statement has been terminated.

---

**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 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 August 4, 2009.

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

By: /s/ Edward Rubin  
Edward Rubin, Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, as amended, the following persons have signed this Post-Effective Amendment No. 1 to this Registration Statement in the capacities indicated on the date set forth above.

<b><u>Signature</u></b>	<b><u>Title</u></b>
/s/ Edward Rubin Edward Rubin	Chief Executive Officer, President and Director (principal executive officer)
*s/ David J. Horin David J. Horin	Chief Financial and Accounting Officer (principal financial officer)
*s/ Wesley K. Clark Wesley K. Clark	Chairman and Director
*s/ Michael Vasinkevich Michael Vasinkevich	Vice Chairman and Director
*s/ John J. Borer III John J. Borer III	Senior Managing Director, Head of Investment Banking and Director
*s/ Sam Dryden Sam Dryden	Director
*s/ Richard M. Cohen Richard M. Cohen	Director
*s/ Winston Churchill Winston Churchill	Director
*s/ Mark L. Friedman Mark L. Friedman	Director
*s/ Marvin I. Haas Marvin I. Haas	Director
*s/ Peter F. Drake	Director

Peter F. Drake

/s/ Edward Rubin  
\* By: Edward Rubin, Attorney in fact

---