

RODMAN & RENSHAW CAPITAL GROUP, INC.  
Form 8-K  
May 12, 2010

---

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

---

**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 12, 2010

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.)

1251 Avenue of the Americas, New York, New York  
(Address Of Principal Executive Office)

10020  
(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))
-

**Item 8.01. Other Events.**

On May 12, 2010, Rodman & Renshaw Capital Group, Inc. (Nasdaq: RODM) issued the press release attached hereto as Exhibit 99.1, announcing that it has filed a Form RW with the Securities and Exchange Commission pursuant to Rule 477 under the Securities Act of 1933, as amended, requesting the withdrawal of the Shelf Registration Statement initially filed on October 21, 2009 and declared effective on December 10, 2009.

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

(d) Exhibits

**Exhibit**

<u>No.</u>	<u>Description</u>
------------	--------------------

99.1	Press release dated May 12, 2010.
------	-----------------------------------

\* \* \* \* \*

**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 12, 2010

By: /s/ David Horin  
David Horin  
Chief Financial Officer

---