

JMP Group Inc.
Form 10-K
March 13, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-33448

JMP Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization) Identification No.) 20-1450327
(I.R.S. Employer

600 Montgomery Street, Suite 1100, San Francisco, California 94111

(Address of principal executive offices)

Registrant's telephone number, including area code: (415) 835-8900

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	New York Stock Exchange
7.25% Senior Notes due 2021	New York Stock Exchange
8.00% Senior Notes due 2023	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant on the last business day of the registrant’s most recently completed second fiscal quarter, based upon the closing sale price of the registrant’s common stock on June 30, 2013 as reported on The New York Stock Exchange was \$104,085,021.

As of February 28, 2014 there were 21,821,152 shares of the registrant’s common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive proxy statement to be delivered to stockholders in connection with the 2014 annual meeting of stockholders to be held in June 2014 are incorporated by reference in this Form 10-K. Such proxy statement will be filed with the U.S. Securities and Exchange Commission (the “SEC”) within 120 days of the registrant’s fiscal year ended December 31, 2013.

TABLE OF CONTENTS

PART I

Item 1.	<u>Business</u>	6
Item 1A.	<u>Risk Factors</u>	12
Item 1B.	<u>Unresolved Staff Comments</u>	26
Item 2.	<u>Properties</u>	26
Item 3.	<u>Legal Proceedings</u>	26
Item 4.	<u>Mine Safety Disclosures</u>	26

PART II

Item 5.	<u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	27
Item 6.	<u>Selected Financial Data</u>	30
Item 7.	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	32
Item 7A.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	64
Item 8.	<u>Financial Statements and Supplementary Data</u>	66
Item 9.	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	109
Item 9A.	<u>Controls and Procedures</u>	109
Item 9B.	<u>Other Information</u>	110

PART III

Item 10.	<u>Directors, Executive Officers and Corporate Governance</u>	111
Item 11.	<u>Executive Compensation</u>	111
Item 12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	111
Item 13.	<u>Certain Relationships and Related Transactions, and Director Independence</u>	111
Item 14.	<u>Principal Accountant Fees and Services</u>	111

PART IV

Item 15.	<u>Exhibits and Financial Statement Schedules</u>	112
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Signatures

113

Exhibit Index

114

EX-31.1: CERTIFICATION

EX-31.2: CERTIFICATION

EX-32.1: CERTIFICATION

EX-32.2: CERTIFICATION

2

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We make forward-looking statements, as defined by the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, in this Form 10-K that are subject to risks and uncertainties. When we use the words “could,” “will likely result,” “if,” “in the event,” “may,” “might,” “should,” “shall,” “will,” “believe,” “expect,” “anticipate,” “plan,” “predict,” “project,” “intend,” “estimate,” “goal,” “objective,” “continue,” or the negatives of these terms and other similar expressions, we intend to identify forward-looking statements. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. They also include statements concerning anticipated revenues, income or loss, capital expenditures, dividends, capital structure or other financial terms. The statements we make regarding the following subject matters are forward-looking by their nature:

- the opportunity to grow our investment banking and sales and trading businesses because of the prevalent demand for our services in our four target industries;
- the opportunity to increase our representation of corporate clients as buyers and to grow our mergers and acquisitions and strategic advisory businesses;
- our belief that market conditions in the specialty financial services and real estate industries may work to our advantage if we are able to leverage our expertise to gain new business;
- the performance of our investment banking and sales and trading businesses because of declining demand for our services or a decline in the market for securities of companies in our four target industries;
- the possibility of generating stable or growing investment banking revenues due to our ability to engage in multiple types of transactions;
- our ability to succeed as a strategic advisor due to our ability to structure and execute complex transactions;
- the growth of our mergers and acquisitions and other strategic advisory business derived from our positions as a lead manager or senior co-manager of public and private securities offerings;
- our plans to continue to provide our equity research and sales and trading products and services to small and middle-market companies to benefit institutional investors;
- the characteristics of the asset management business, including its comparatively high margins, the recurring nature of its fee-based revenues, and its dependence on intellectual capital and our belief that this makes the asset

management business less susceptible to competitive threats from larger financial institutions;

- a heightened demand for alternative asset management products and services;
- our ability to increase assets under management and develop new asset management products;
- our plans to generate principal investing opportunities from our investment banking and asset management relationships;
- our ability to attract, incentivize and retain top professionals and to retain valuable relationships with our clients;
- plans to grow our businesses both through internal expansion and through strategic investments, acquisitions, or joint ventures;
- our expectations regarding the impact of the trend toward alternative trading systems and downward pricing pressure in the sales and trading business on trading commissions and spreads;
- the nature of the competition faced in the investment banking and financial services industries and our expectations regarding trends and changes with respect to competing entities;
- our belief that continued future growth will require implementation of enhanced communications and information systems and the training of personnel or the hiring of an outsourced provider to operate such systems;
- the impact of changes in interest rates on the value of interest-bearing assets in which we invest;
- our plans for the use of the principal restricted cash at JMP Credit Corporation (“JMP Credit”) to buy additional loans or pay down collateralized loan obligation (“CLO”) notes;
- that the past performance of our funds are not indicative of our future performance;
- the emergence of investment opportunities that offer attractive risk-adjustment returns on our investable assets;
 - our ability to take advantage of market opportunities as they arise in 2014 based on the strength of our capital position and the low level of leverage that we have traditionally employed in our business model;

- our ability to satisfy our funding needs with existing internal and external financial sources;
- the ability of our funds to raise capital in the long and short term;
- our ability to depend on follow-on offerings, PIPEs and registered direct offerings to generate corporate finance revenues;
- our ability to realize revenues through gain on sale and payoff of loans and gain on repurchase of asset-backed securities;
- our ability to avoid restrictions imposed by the Investment Company Act of 1940;
- that we do not anticipate any tax adjustments that will result in a material adverse affect on the our financial condition;
- the impact of bonus compensation payments to our employees on our cash position;
- the potential for unfunded commitments to expire and their impact on future cash requirements;
- the impact of additional rulemaking by the SEC with respect to soft dollar practices on our brokerage or asset management business;
- our expectations regarding the likelihood of increased scrutiny of financial services firms from regulators;
- the impact of recent pronouncements by the Financial Accounting Standards Board (the “FASB”) on our financial position or operations;
- the impact of existing claims and currently known threats against us on our business or financial condition;
- our intention to declare dividends, our ability to do so without borrowing funds and our expected dividend rate; and
- that we believe that our available liquidity and current level of equity capital will be adequate to meet our liquidity and regulatory capital requirements for the next twelve months.

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The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These forward-looking statements may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based upon our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks provided under Item 1A—"Risk Factors" in this Form 10-K, including but not limited to the following factors:

- the impact of multiple book runners, co-managers and multiple financial advisors on our revenues;
 - our ability to remain competitive against larger investment banks that provide commercial financing;
 - the impact of conditions in the global financial markets, such as the level and volatility of interest rates, investor sentiment, the availability and the cost of credit, the U.S. mortgage market, the U.S. real estate market, volatile energy prices, consumer confidence, unemployment, and geopolitical issues on our business and revenues;
 - the potential for volatility and weakness in the equity markets to adversely impact our sales and trading business, investment banking business, and ability to manage exposure to market risks;
- the impact of worsening market conditions on our ability to serve as underwriter or placement agent;
- the potential for uncertainty related to creditworthiness, volatility in the equity markets, and diminished access to financing to impact our merger, acquisition and advisory services;
- our expectations regarding the effect of a market downturn on transaction volume, and therefore, our revenues;
- the impact of securities related write-downs on our securities trading revenues;
- the impact of the inability of companies to repay their borrowings on our principal investments;
 - our expectations regarding the impact of bankruptcies on our investment banking revenues;
- the impact of a market downturn on management fees;

- the potential for market declines to lead to an increase in litigation and arbitration claims;

- our ability to pursue business opportunities in an environment of increased legislative or regulatory initiatives;
- the potential effect of governmental fiscal and monetary policy to have a negative impact on our business;
- the impact of any deterioration in the business environment of our target sectors on our revenues;
- our expectation that the ability to recruit and retain professionals impacts our reputation, business, results of operations and financial condition;
- the impact of larger firms on our ability to grow our business;
- the impact of increased competition in the middle-market investment banking space on our market share and revenues;
- the possibility of market and non-market factors to impact our stock price;
- fluctuations in our stock price related to the performance of our investment banking division;
- the impact of certain institutional, sales and trading client pricing arrangements on brokerage revenues;
- the potential for larger and more frequent capital commitments in our trading and underwriting business to increase losses;
- the potential for increased competition in the asset management sector to affect our ability to raise capital and generate positive economic results;
- the impact of investment performance and redemptions on our asset management business;
- the potential for fluctuations in the global credit markets to affect our CLO investments;
- the impact of principal investment activities on our capital base;
- exposure to volatile and illiquid securities and their impact on our business;

- the ongoing fluctuations in the credit markets, including reduced access to capital and liquidity, and the costs of credit;

- the impact of our increased leverage as a result of our January 2013 offering of 8.00% Senior Notes due 2023 (the “2013 Senior Notes”) and the January 2014 offering of 7.25% Senior Notes due 2021 (the “2014 Senior Notes,” together with the 2013 Senior Notes, the “Senior Notes”);

- the impact of SEC, Financial Industry Regulatory Authority (“FINRA”), and various other self-regulatory organization requirements on our business;

- the potential for risks related to infrastructure and operations to impact our business;

- the potential for increased scrutiny of financial services firms to adversely impact our business;

- the business risks posed by, potential conflicts of interest, employee misconduct, and business partner misconduct; and

- the challenges posed when valuing non-marketable investments.

The foregoing list of risks is not exhaustive. Other sections of this Form 10-K may include additional factors which could adversely impact our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time and it is not possible for us to predict all risks, nor can we assess the impact of all factors or the effect which any factor, or combination of factors, may have on our business. Actual results may differ materially from those contained in any forward-looking statements.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not rely upon forward-looking statements as predictions of future events. We undertake no duty to update any of these forward-looking statements after the date of this Form 10-K to conform prior statements to actual results or revised expectations unless otherwise required by law.

Item 1. Business

Overview

JMP Group, Inc., together with its subsidiaries (collectively, “the Company“, “we“ or “us“), is a full-service investment banking and asset management firm. We provide investment banking, sales and trading, and equity research services to corporate and institutional clients, and alternative asset management products and services to institutional investors and high net-worth individuals. In addition, we manage and invest in corporate credit instruments through collateralized loan obligations and direct investments, and we serve as the investment advisor to a business development company under the Investment Company Act of 1940.

We focus our efforts on small and middle-market companies in the following four growth industries: financial services, healthcare, real estate, and technology. Our specialization in these areas has enabled us to develop recognized expertise and to cultivate extensive industry relationships. As a result, we have established our firm as a key advisor for our corporate clients, a trusted resource for institutional investors, and an effective investment manager for our asset management clients. We currently operate from our headquarters in San Francisco and from additional offices in New York, Boston, Chicago, Minneapolis, and outside Philadelphia and Atlanta.

We provide our corporate clients with a wide variety of services, including strategic advice and capital raising solutions, sales and trading support, and equity research coverage. We provide institutional investors with capital markets intelligence and objective, informed investment recommendations about individual equities that are not widely followed. We believe that our concentration on small and middle-market companies, as well as our broad range of product offerings, positions us as a leader in what has traditionally been an underserved and high-growth market.

The selection of our four target industries, the development of multiple products and services and the establishment of our four revenue-producing business lines—investment banking, sales and trading, equity research and asset management—has created a diversified business model, especially when compared to that of our more specialized competitors. We have been able to balance somewhat volatile revenue streams from our investment banking activities and incentive-based asset management fees with more stable revenue streams from our sales and trading commissions and base asset management fees. In addition, our target industries have historically performed, in certain respects, counter-cyclically to one another, allowing us to win business and generate revenues in various economic and capital markets conditions. In 2009, as part of our ongoing efforts to diversify our asset management business, we acquired a corporate credit business that operates as a manager of CLOs. As of December 31, 2013, we managed three CLOs with approximately \$782 million of assets under management. In 2011, we launched a specialty finance company that provides customized financing to small and midsized businesses. In May 2013, this specialty finance company converted into a business development company under the Investment Company Act of 1940 named Harvest Capital Credit Corporation (“HCC”), and completed an initial public offering. We are serving as HCC’s investment advisor through HCAP Advisors LLC (“HCAP Advisors”), our majority-owned subsidiary.

JMP Group Inc. was incorporated in Delaware in January 2000. Our headquarters are located at 600 Montgomery Street, Suite 1100, San Francisco, California 94111, and our telephone number is (415) 835-8900. We completed our initial public offering in May 2007, and our common stock is currently listed on the New York Stock Exchange (the “NYSE”) under the symbol “JMP”.

Principal Business Lines

We conduct our brokerage business through JMP Securities LLC (“JMP Securities”), our asset management business through Harvest Capital Strategies LLC (“HCS”) and HCAP Advisors, our corporate credit business through JMP Credit Corporation (“JMP Credit”) and JMP Credit Advisors LLC (“JMP Credit Advisors”), and certain principal investments through JMP Capital LLC (“JMP Capital”).

JMP Securities is a U.S. registered broker-dealer under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is a member of FINRA. JMP Securities operates as an introducing broker and does not hold funds or securities for, or owe any money or securities to, customers and does not carry accounts for customers. All customer transactions are cleared through another broker-dealer on a fully disclosed basis. JMP Securities provides equity research, sales and trading to institutional brokerage clients and capital raising and strategic advisory services to corporate clients. As of December 31, 2013, JMP Securities had 189 full-time employees, including 50 in equity research, 48 in sales and trading, 57 in investment banking and 34 in operations and administration.

HCS is a registered investment advisor under the Investment Advisers Act of 1940, as amended, and provides investment management services for sophisticated investors through investment partnerships and other entities managed by HCS. HCAP Advisors is a majority owned subsidiary and manages the investment activities of HCC, a business development company focused on providing customized financing solutions to small to mid-sized companies. During the fiscal year ended December 31, 2013, HCS actively managed a family of six hedge funds, one hedge fund of funds, two private equity funds, and Harvest Capital Credit LLC (“HCC LLC”) (through May 2, 2013). As of December 31, 2013, HCS had 28 full-time employees and HCAP Advisors had four full-time employees.

JMP Credit Advisors LLC is an asset management platform established to underwrite and manage investments in senior secured debt. JMP Credit Advisors LLC and its subsidiaries, including Cratos CDO Management, LLC and Capital Management, LLC (collectively, “JMP Credit Advisors”), actively manage Cratos CLO I, Ltd. (“CLO I”), JMP Credit Advisors CLO II Ltd (“CLO II”) (effective April 30, 2013) and JMP Credit Advisors CLO III Ltd. (“CLO III”) (effective December 11, 2013). As of December 31, 2013, JMP Credit Advisors had 14 full-time employees.

Investment Banking

Our investment banking professionals provide capital raising, mergers and acquisitions transaction and other strategic advisory services to corporate clients. Dedicated industry coverage groups serve each of our four target industries, enabling our investment bankers to develop expertise in specific markets and to form close relationships with corporate executives, private equity investors, venture capitalists and other key industry participants. We offer our clients a high level of attention from senior personnel and have designed our organizational structure so that the investment bankers who are responsible for securing and maintaining client relationships also actively participate in providing all related transaction execution services to those clients.

By focusing consistently on our target industries—financial services, healthcare, real estate, and technology—we have developed a comprehensive understanding of the unique challenges and demands involved in executing corporate finance and strategic advisory assignments in these sectors. A significant portion of our corporate finance revenues is earned from small and mid-capitalization public companies, and the balance is earned from private companies. Some of our clients retain us for our advisory and capital raising capabilities during an accelerated growth phase as a private company and then continue to work with us through an initial public offering or company sale process. We maintain exceptional client focus both during and following a transaction, leading to a true advisory relationship and a pattern of assisting companies with multiple transactions.

Corporate Finance

We assist our publicly traded and privately held corporate clients with capital raising activities, which include the underwriting of a wide range of equity and debt securities, including common, preferred and convertible securities. Our public equity underwriting capabilities include initial public offerings and follow-on equity offerings. We also act as an agent in private placements of equity and debt securities and arrange private investments in public equity (“PIPE”) transactions as well as privately negotiated, registered direct stock offerings on behalf of our public company clients. We typically place securities with our client base of institutional investors, private equity and venture capital funds and high net-worth individuals.

Because our corporate clients are generally considered high-growth companies, they are frequently in need of new capital. Many of our client relationships develop early, when a client company is still private, in which case we may facilitate private placements of the clients’ securities. Thereafter, if our client prepares for an initial public offering, we are generally considered to act as an underwriter of that stock offering. Our ability to structure innovative private offerings and to identify the likely buyers of such offerings makes us a valuable advisor for many small and middle-market companies, as does our industry specialization. We expect that, while the environment for initial public offerings may not be consistently favorable in the future, we should be able to depend on follow-on offerings, PIPEs, registered direct offerings and private placements to continue to generate corporate finance revenues.

Mergers and Acquisitions and Other Strategic Advisory

We work with corporate clients on a broad range of strategic matters, including mergers and acquisitions, divestitures and corporate restructurings, valuations of businesses and assets, and fairness opinions and special committee assignments. Because we serve a variety of corporate clients, from emerging growth companies to mature private and public companies, the values of these transactions range in size.

We provide our advice to senior executives and boards of directors of client companies in connection with transactions that are typically of significant strategic and financial importance to these companies. We believe that our success as a strategic advisor stems from our ability to structure and execute complex transactions that create long-term stockholder value.

Because of our focus on innovative and fast-growing companies, we are most often an advisor in company sale transactions, although we are taking steps to create equilibrium in our advisory business and expect, in addition, to increasingly represent corporate clients as buyers over time. We believe that our position as a lead manager or senior co-manager of public and private equity offerings will facilitate the growth of our mergers and acquisitions and strategic advisory businesses, as companies that have been issuers of securities become more mature and pursue acquisitions or other exit events for their investors.

Sales and Trading

Our sales and trading operation distributes our equity research product and communicates our proprietary investment recommendations to our institutional investors. In addition, our sales and trading staff executes equity trades on behalf of our institutional clients and markets the securities of companies for which we act as an underwriter.

We have established a broad institutional client base rooted in longstanding relationships, which have been developed through a consistent focus on the investment and trading objectives of our clients. Our sales and trading professionals work closely with our equity research staff to provide insight and differentiated investment advice to approximately 500 institutional clients nationwide.

We believe that our sales and trading clients turn to us for timely, informed investment advice. Our equity research features proprietary themes and actionable ideas about industries and companies that are not widely evaluated by many other research providers. Many peer firms focused on small capitalization companies have shut down or have been purchased by other firms. Additionally, with the failure or consolidation of several very large investment banking firms, the amount of market-making activity, liquidity and research coverage provided by broker-dealers for

smaller companies has significantly decreased. However, we continue to commit sales and trading resources to smaller-capitalization companies with the belief that institutional investors require and value such specialized knowledge and service.

Our sales and trading personnel are also central to our ability to market equity offerings and provide after-market support. Our capital markets group manages the syndication, marketing, execution and distribution of the security offerings we manage. Our syndicate activities include coordinating the marketing and order-taking process for underwritten transactions and conducting after-market stabilization and initial market-making. Our syndicate staff is also responsible for developing and maintaining relationships with the syndicate departments of other investment banks.

Equity Research

Our research department is charged with developing proprietary investment themes, anticipating sector and cyclical changes, and producing action-oriented reports that will assist our clients with their investment decisions. Our analysts cultivate primary sources of information in order to refine their quantitative and qualitative assessments. Our objective is to provide clients with a clear understanding of industry-specific and company-specific issues that can impact their portfolio returns.

Our equity research focuses on our four target industries—financial services, healthcare, real estate and technology—and on the following sectors underlying each industry:

Financial Services	Healthcare	Real Estate	Technology
<ul style="list-style-type: none"> • Asset Managers 	<ul style="list-style-type: none"> • Biotechnology 	<ul style="list-style-type: none"> • Housing 	<ul style="list-style-type: none"> • Cloud Computing Technologies
<ul style="list-style-type: none"> • Commercial Finance 	<ul style="list-style-type: none"> • Healthcare Facilities 	<ul style="list-style-type: none"> • Land Development 	<ul style="list-style-type: none"> • Communications Equipment
<ul style="list-style-type: none"> • Consumer Finance 	<ul style="list-style-type: none"> • Healthcare IT 	<ul style="list-style-type: none"> • Lodging 	<ul style="list-style-type: none"> • Digital Media
<ul style="list-style-type: none"> • Financial Processing and Outsourcing 	<ul style="list-style-type: none"> • Healthcare Services 	<ul style="list-style-type: none"> • Property Services 	<ul style="list-style-type: none"> • Internet
<ul style="list-style-type: none"> • Insurance 	<ul style="list-style-type: none"> • Medical Devices 	<ul style="list-style-type: none"> • REITs 	<ul style="list-style-type: none"> • Internet Security
<ul style="list-style-type: none"> • Investment Banks & Brokers 	<ul style="list-style-type: none"> • Molecular Diagnostics 		<ul style="list-style-type: none"> • Software
<ul style="list-style-type: none"> • Market Structure 			<ul style="list-style-type: none"> • Wireless Technologies

- Mortgage Finance

- Specialty Finance

As of December 31, 2013, our research department included 21 publishing research analysts providing investment recommendations on 384 public companies. Approximately 38% of the stocks under coverage had market capitalizations of less than \$1.0 billion and were divided among our target sectors as follows:

While many larger firms have restructured their research departments due to economic and regulatory pressures and have significantly reduced coverage of companies below certain market-capitalization thresholds, we continue to devote the majority of our resources to smaller-capitalization companies. The number of investment funds and the total assets under management committed to small-capitalization and mid-capitalization companies has grown considerably during the last decade. However, managers of these funds are now presented with fewer sources of independent investment research. We continue to provide objective investment recommendations on small and middle-market companies, and we believe that our institutional investor clients depend on us for this informed, fundamental research.

Asset Management

Through HCS and HCAP Advisors, we actively manage a family of six hedge funds, one hedge fund of funds, two private equity funds, and one entity formed to provide loans to small to mid-size U.S. companies. As of December 31, 2013, we had a total of \$912.3 million in client assets under management (including assets of employees and portfolio managers) and had an additional \$48.2 million of our own capital invested in these vehicles. In addition, as of December 31, 2013, we had invested \$6.2 million in funds managed by certain third parties.

The objective of our multiple strategies is to diversify both revenue and risk while maintaining the attractive economics of the alternative asset management model. We view asset management as an attractive business due to its high margins and the recurring nature of its fee-based revenues as well as its dependence on intellectual capital, which we believe is less susceptible to competitive threats from larger financial institutions.

In the course of advising clients on strategic or private capital raising transactions, our investment bankers may opportunistically identify instances in which we could commit our own capital to transactions for which we are acting as an agent. In addition, opportunities to deploy equity and debt capital are frequently brought to the attention of our asset management professionals. As a result, in the past we have made, and expect that in the future we may make, principal investments in selected cases and may be able to earn attractive returns on the capital committed.

Corporate Credit

JMP Credit Advisors serves as the investment manager to CLO I, CLO II and CLO III which had a diversified portfolio of 374 corporate loans with an aggregate par amount of \$735.9 million and restricted cash available to lend of \$46.1 million as of December 31, 2013. For the year ended December 31, 2013, JMP Credit Advisors earned management fees of \$3.2 million or 50 bps annualized on gross assets under management from CLO I and CLO II. As we consolidate the CLOs, in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), the management fees earned from them are eliminated on consolidation.

HCAP Advisors manages HCC for the purpose of making investments in the form of subordinated debt and, to a lesser extent, senior debt and minority equity investments, primarily in privately-held small to mid-size U.S. companies. As of December 31, 2013, the HCC portfolio consisted of 19 loans with an aggregate par amount of \$69.8 million. HCAP Advisors acts as its investment advisor, earning a base management fee equal to 2% annually of the gross assets acquired with equity. JMP Credit Advisors provides HCAP Advisors with its administrative services, and is reimbursed its expenses, including the allocable percentage of the compensation costs for the employees performing services under the agreement.

Competition

All areas of our business are subject to a high level of competition. The principal competitive factors influencing our business include the ability of our professionals, our industry expertise, client relationships, business reputation, market focus and product capabilities, and quality and price of our products and services.

Since the mid-1990s, there has been substantial consolidation among U.S. and global financial institutions. In particular, a number of large commercial banks, insurance companies and other diversified financial services firms have merged with other financial institutions or have established or acquired broker-dealers. During 2008, the failure or near-collapse of a number of very large financial institutions led to the acquisition of several of the most sizeable U.S. investment banking firms, consolidating the financial industry to an even greater extent. Currently, our competitors are other investment banks, bank holding companies, brokerage firms, merchant banks and financial advisory firms. Our focus on our four target industries also subjects us to direct competition from a number of specialty securities firms and smaller investment banking boutiques that specialize in providing services to these industries.

The industry trend toward consolidation has significantly increased the capital base and geographic reach of many of our competitors. Our larger and better-capitalized competitors may be better able than we are to respond to changes in the investment banking industry, to recruit and retain skilled professionals, to finance acquisitions, to fund internal growth and to compete for market share generally. Many of these firms have the ability to offer a wider range of products than we do, including loans, deposit-taking and insurance, in addition to brokerage, asset management and investment banking services, all of which may enhance their competitive position relative to us. These firms also have the ability to support investment banking and securities products with commercial banking, insurance and other financial services revenues in an effort to gain market share, which could result in downward pricing pressure in our businesses. In particular, the trend in the equity underwriting business toward multiple book runners and co-managers has increased the competitive pressure in the investment banking industry and has placed downward pressure on average transaction fees.

As we seek to expand our asset management business, we face competition in the pursuit of investors for our investment funds, in the identification and completion of investments in attractive portfolio companies or securities, and in the recruitment and retention of skilled asset management professionals.

Net interest income from our corporate credit business depends, in large part, on our ability to acquire loans with yields that exceed our borrowing costs. A number of entities compete with us to make the types of investments which we make. We compete with other CLO managers, business development companies, public and private funds, commercial and investment banks and commercial finance companies. Some competing entities may have investment objectives that overlap with ours, which may create competition for investment opportunities. Some competitors may have a lower cost of funds than us and access to financing sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider

variety of investments and establish more relationships than us.

9

Employees

As of December 31, 2013, we had 235 employees, including 81 managing directors. We believe that our managing directors and other professionals have been attracted to our firm because of our entrepreneurial culture, our focused industry coverage and our dedication to providing growth companies and growth investors with exceptional client service, objective advice and innovative solutions. None of our employees are subject to any collective bargaining agreements, and we believe our relationship with our employees to be satisfactory.

Risk Management and Compliance

As an investment bank, risk is an inherent part of our business. Global markets, by their nature, are prone to uncertainty and subject participants to a variety of risks. The principal risks we face are market, liquidity, credit, legal, reputational and operational risks. We believe that we apply quantitative analysis and sound practical judgment before engaging in transactions to ensure that appropriate risk mitigants are in place. We accomplish this objective by carefully considering the amount of capital allocated to each of our businesses, establishing trading limits, setting credit limits for individual counterparties and, to the extent that we make principal investments, committing capital to transactions where we believe we have the advantage of industry or company-specific expertise. As part of our corporate credit and principal investment activities, we conduct due diligence before making any significant capital commitment in order to assess the risk inherent in a transaction and all significant investments must be approved by our investment committee and/or board of directors. All of our participations in underwritten offerings are evaluated and approved by a committee of key capital markets, investment banking, compliance and legal professionals. Our focus is balancing risk and return. We seek to achieve adequate returns from each of our businesses commensurate with the risks they assume. Nonetheless, the effectiveness of our approach to managing risks can never be completely assured. For example, unexpected large or rapid movements or disruptions in one or more markets or other unforeseen developments could have an adverse effect on our results of operations and financial condition. The consequences of these developments can include losses due to adverse changes in our principal investments and marketable security values, decreases in the liquidity of trading positions, increases in our credit exposure to customers and counterparties, and increases in general systemic risk.

Regulation

As a participant in the financial services industry, we are subject to complex and extensive regulation of most aspects of our business by U.S. federal and state regulatory agencies, self-regulatory organizations and securities exchanges. The laws, rules and regulations comprising the regulatory framework are constantly changing, as are the interpretation and enforcement of existing laws, rules and regulations. The effect of any such changes cannot be predicted and may direct the manner of our operations and affect our profitability.

Our broker-dealer subsidiary, JMP Securities, is subject to regulations governing every aspect of the securities business, including the execution of securities transactions; capital requirements; record-keeping and reporting procedures; relationships with customers, including the handling of cash and margin accounts; the experience of and training requirements for certain employees; and business interactions with firms that are not members of regulatory bodies.

JMP Securities is registered as a securities broker-dealer with the SEC and is a member of FINRA. FINRA is a self-regulatory body composed of members such as our broker-dealer subsidiary that have agreed to abide by the rules and regulations of FINRA. FINRA may expel, fine and otherwise discipline member firms and their employees. JMP Securities is also licensed as a broker-dealer in each of the 50 states in the U.S., requiring us to comply with the laws, rules and regulations of each state. Each state may revoke the license to conduct securities business, fine and otherwise discipline broker-dealers and their employees.

JMP Securities is also subject to the SEC's Uniform Net Capital Rule, Rule 15c3-1, which may limit our ability to make withdrawals of capital from our broker-dealer subsidiary. The Uniform Net Capital Rule sets the minimum level of net capital a broker-dealer must maintain and also requires that a portion of its assets be relatively liquid. In addition, JMP Securities is subject to certain notification requirements related to withdrawals of excess net capital.

We are also subject to the USA PATRIOT Act of 2001 (the "Patriot Act"), which imposes obligations regarding the prevention and detection of money-laundering activities, including the establishment of customer due diligence and customer verification, and other compliance policies and procedures. The conduct of research analysts is also the subject of rule-making by the SEC, FINRA and the federal government through the Sarbanes-Oxley Act. These regulations require certain disclosures by, and restrict the activities of, research analysts and broker-dealers, among others. Failure to comply with these requirements may result in monetary, regulatory and, in the case of the USA Patriot Act, criminal penalties.

Our asset management subsidiaries, HCS, JMP Capital Advisors, and HCAP Advisors, are SEC-registered investment advisers, and accordingly subject to regulation by the SEC. Requirements under the Investment Advisors Act of 1940 include record-keeping, advertising and operating requirements, and prohibitions on fraudulent activities.

Various regulators, including the SEC, FINRA and state securities regulators and attorneys general, are conducting both targeted and industry-wide investigations of certain practices relating to the financial services industry, including marketing, sales practices, valuation practices, asset managers, and market and compensation arrangements. These investigations, which have been highly publicized, have involved mutual fund companies, broker-dealers, hedge funds, investors and others.

In addition, the SEC staff has conducted studies with respect to soft dollar practices in the brokerage and asset management industries and proposed interpretive guidance regarding the scope of permitted brokerage and research services in connection with soft dollar practices.

In July 2010, Congress enacted the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). The Dodd-Frank Act institutes a wide range of reforms that will impact financial services firms and requires significant rule-making. In addition, the legislation mandates multiple studies, which could result in additional legislative or regulatory action. Many of the provisions of the Dodd-Frank Act are subject to further rulemaking procedures and studies and will take effect over several years. As a result, we cannot assess the impact of these new legislative and regulatory changes on our business at the present time.

Accounting, Administration and Operations

Our accounting, administration and operations personnel are responsible for financial controls, internal and external financial reporting, compliance with regulatory and legal requirements, office and personnel services, management information and telecommunications systems and the processing of our securities transactions. We use a third-party service provider for payroll processing and servicing of asset-backed securities issued, and our clearing operations are currently performed by J.P. Morgan Clearing Corp. All of our data processing functions are performed by our management information systems personnel. We believe that our continued future growth will require implementation of new and enhanced communications and information systems and training of our personnel or the hiring of an outsourced provider to operate such systems. Any difficulty or significant delay in the implementation or operation of new systems or the training of personnel could harm our ability to manage growth.

Available Information

We are required to file current, annual and quarterly reports, proxy statements and other information required by the Exchange Act, with the SEC. You may read and copy any document we file with the SEC at the SEC’s Public Reference Room located at 100 F Street, N.E., Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an internet website at <http://www.sec.gov>, from which interested persons can electronically access our SEC filings.

We provide our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, Forms 3, 4 and 5 filed by or on behalf of directors, executive officers and certain large stockholders, and any amendments to those documents filed or furnished pursuant to the Exchange Act free of charge on the Investor Relations section of our website located at <http://www.jmpg.com>. These filings will become available as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. From time to time we

may use our website as a channel of distribution of material company information.

We also make available, in the Investor Relations section of our website and will provide print copies to stockholders upon request, (i) our corporate governance guidelines, (ii) our code of business conduct and ethics, and (iii) the charters of the audit, compensation, and corporate governance and nominating committees of our board of directors. These documents, as well as the information on our website, are not intended to be part of this annual report and inclusions of our internet address in this Form 10-K are inactive textual references only.

Item 1A. Risk Factors

Risks Related to Our Business

Our operations and financial results are subject to various risks and uncertainties, including those described below, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock.

Difficult conditions in the global financial markets have negatively impacted and may continue to negatively impact our ability to generate business and revenues, which may cause significant fluctuations in our stock price.

All of our businesses have been in the past and may in the future be materially affected by conditions in the financial market and general economic conditions, such as the level and volatility of interest rates, investor sentiment, the availability and the cost of credit, the U.S. mortgage market, the U.S. real estate market, volatile energy prices, consumer confidence, unemployment, and geopolitical issues. Financial markets experienced extreme volatility and disruption from mid-2007 to early 2009, and challenging conditions persisted. While financial markets have become more stable and have generally improved since 2009, there remains a certain degree of uncertainty about a global economic recovery. In particular, recent events relating to European debt markets and the possibility that EU member states may default on their debt obligations, combined with uncertainty about the global economic outlook, have led to volatility and a continuation of challenging economic conditions. The uncertainty over the outcome of international and the EU's financial support programs and the possibility that other EU member states may experience similar financial troubles could further disrupt global markets.

Weakness or disruption in equity markets and diminished trading volume of securities have adversely impacted our sales and trading business in the past and could continue to do so in the future. Industry-wide declines in the size and number of underwritings and mergers and acquisitions transactions have also had an adverse effect on our revenues. Reductions in the trading prices for equity securities tend to reduce the transaction value of investment banking transactions, such as underwriting and mergers and acquisitions transactions, which in turn may reduce the fees we earn from these transactions. Market conditions may also affect the level and volatility of securities prices and the liquidity and value of investments in our funds and managed accounts, and we may not be able to manage our investment management business's exposure to these market conditions. In addition to these factors, deterioration in the financial markets or economic conditions in the United States, EU and elsewhere in the world could materially affect our business in other ways, including the following:

- Our opportunity to act as underwriter or placement agent could be adversely affected by a reduction in the number and size of capital raising transactions or by competing government sources of equity.

The number and size of mergers and acquisitions transactions or other strategic advisory services where we act as

- adviser could be adversely affected by continued uncertainties in valuations related to asset quality and creditworthiness, volatility in the equity markets, and diminished access to financing.

- Market volatility could lead to a decline in the volume of transactions that we execute for our customers and, therefore, to a decline in the revenue we receive from commissions and spreads.

- We may experience losses in securities trading activities, or as a result of write-downs in the value of securities that we own, as a result of deteriorations in the businesses or creditworthiness of the issuers of such securities.

- We may experience losses or write downs in the realizable value of our principal investments due to the inability of companies we invest in to repay their borrowings.

- Our access to liquidity and the capital markets could be limited, preventing us from making principal investments and restricting our sales and trading businesses.

We may incur unexpected costs or losses as a result of the bankruptcy or other failure of companies for which we

- have performed investment banking services to honor ongoing obligations such as indemnification or expense reimbursement agreements.

Sudden sharp declines in market values of securities can result in illiquid markets and the failure of counterparties to

- perform their obligations, which could make it difficult for us to sell securities, hedge securities positions, and invest funds under management.

As an introducing broker to clearing firms, we are responsible to the clearing firm and could be held liable for the defaults of our customers, including losses incurred as the result of a customer's failure to meet a margin call. Although we review credit exposure to specific customers, default risk may arise from events or circumstances that

- are difficult to detect or foresee. When we allow customers to purchase securities on margin, we are subject to risks inherent in extending credit. This risk increases when a market is rapidly declining and the value of the collateral held falls below the amount of a customer's indebtedness. If a customer's account is liquidated as the result of a margin call, we are liable to our clearing firm for any deficiency.

Competition in our investment banking, sales, and trading businesses could intensify as a result of the increasing

- pressures on financial services companies and larger firms competing for transactions and business that historically would have been too small for them to consider.

- Market volatility could result in lower prices for securities, which may result in reduced management fees calculated as a percentage of assets under management.

- Market declines could increase claims and litigation, including arbitration claims from customers.
 - Our industry could face increased regulation as a result of legislative or regulatory initiatives.
 - Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities.
- Government intervention may not succeed in improving the financial and credit markets and may have negative consequences for our business.

It is difficult to predict how long current financial market and economic conditions will continue, whether they will deteriorate and if they do, which of our business lines will be adversely affected. If one or more of the foregoing risks occurs, our revenues are likely to decline and, if we were unable to reduce expenses at the same pace, our profit margins would erode.

We focus principally on specific sectors of the economy, and deterioration in the business environment in these sectors or a decline in the market for securities of companies within these sectors could harm our business.

We focus principally on four target industries: financial services, healthcare, real estate, and technology. Volatility in the business environment in these industries or in the market for securities of companies within these industries could adversely affect our financial results and the market value of our common stock. The business environment for companies in some of these industries has been subject to high levels of volatility in recent years, and our financial results have consequently been subject to significant variations from year to year. Over the last nine years, the mix of our investment banking revenues has shifted from over 70% combined in financial services and real estate (slightly weighted in favor of the real estate sector) to 50% of total investment banking revenues in financial services and real estate in 2013. The healthcare sector has risen to 37% of total investment banking revenues in 2013 with the remaining 13% derived from the technology sector. The market for securities in each of our target industries may also be subject to industry-specific risks. For example, we have research, investment banking and principal investments focused in the areas of financial services, real estate and mortgage-related securities. These sectors have been impacted negatively by disruption in the financial markets and downturn in the general economy and the real estate market.

As an investment bank focused principally on specific growth sectors of the economy, we also depend significantly on private company transactions for sources of revenues and potential business opportunities. Most of these private company clients are initially funded and controlled by venture capital funds and private equity firms. To the extent that the pace of these private company transactions slows or the average transaction size declines due to a decrease in venture capital and private equity financings, difficult market conditions in our target industries or other factors, our business and results of operations may be harmed.

Underwriting and other corporate finance transactions, strategic advisory engagements and related sales and trading activities in our target industries represent a significant portion of our business. This concentration of activity in our target industries exposes us to the risk of declines in revenues in the event of downturns in these industries.

Our ability to retain our senior professionals and recruit additional professionals is critical to the success of our business, and our failure to do so may adversely affect our reputation, business, results of operations and financial condition.

Our people are our most valuable resource. Our ability to obtain and successfully execute the transactions that generate a significant portion of our revenues depends upon the reputation, judgment, business generation capabilities and project execution skills of our senior professionals, particularly our managing directors and the members of our executive committee. The reputations and relationships of our senior professionals with our clients are a critical element in obtaining and executing client engagements. Turnover in the investment banking industry is high and we encounter intense competition for qualified employees from other companies in the investment banking industry as well as from businesses outside the investment banking business, such as hedge funds and private equity funds. To the extent we continue to have annual compensation and benefits expense targets, we may not be able to retain our professionals or recruit additional professionals at compensation levels that are within our target range for compensation and benefits expense. If we were to lose the services of any of our investment bankers, senior equity research, sales and trading professionals, asset managers, or executive officers to a new or existing competitor or otherwise, we may not be able to retain valuable relationships and some of our clients could choose to use the services of a competitor instead of our services. If we are unable to retain our senior professionals or recruit additional professionals, our reputation, business, results of operations and financial condition will be adversely affected. Further, new business initiatives and efforts to expand existing businesses generally require that we incur compensation and benefits expense before generating additional revenues.

Our growth strategy also relies on our ability to attract and retain profitable senior level profitable senior level professionals across all of our businesses. Due to the early stage of development of many of our businesses and competition from other firms, we may face difficulties in recruiting and retaining professionals of a caliber consistent with our business strategy. In particular, many of our competitors are significantly larger with greater financial resources, and may be able to offer more attractive compensation packages and broader career opportunities. Additionally, it may take more than one year for us to determine whether new professionals will be profitable or effective, during which time we may incur significant expenses and expend significant time and resources on training, integration and business development.

Certain aspects of our cost structure are largely fixed, and we may incur costs associated with new or expanded lines of business prior to these lines of business generating significant revenue. If our revenue declines or fails to increase commensurately with the expenses associated with new or expanded lines of business, our profitability may be materially adversely affected.

We may incur costs associated with new or expanded lines of business, including guaranteed or fixed compensation costs, prior to these lines of business generating significant revenue. In addition, certain aspects of our cost structure, such as costs for occupancy, communication and information technology services, and depreciation and amortization are largely fixed, and we may not be able to timely adjust these costs to match fluctuations in revenue. If our revenue declines, or fails to increase commensurately with the expenses associated with new or expanded lines of business, our profitability may be materially adversely affected.

We face strong competition from larger firms, some of which have greater resources and name recognition than we do, which may impede our ability to grow our business.

The investment banking industry is intensely competitive, and we expect it to remain so. We compete on the basis of a number of factors, including client relationships, reputation, the abilities of our professionals, market focus and the relative quality and price of our services and products. We have experienced intense price competition in our various businesses. Pricing and other competitive pressures in investment banking, including the trends toward multiple book runners, co-managers and multiple financial advisors handling transactions, could adversely affect our revenues, even if the size and number of our investment banking transactions may increase.

We are a relatively small investment bank with 189 employees as of December 31, 2013. Many of our competitors have a broader range of products and services, greater financial and marketing resources, larger customer bases, greater name recognition, more senior professionals to serve their clients' needs, greater global reach and more established relationships with clients than we have. These larger and better capitalized competitors may be better able to respond to changes in the investment banking industry, compete for skilled professionals, finance acquisitions, fund internal growth and compete for market share generally. These firms have the ability to support investment banking with commercial banking, insurance and other financial services in an effort to gain market share, which has resulted, and could further result, in pricing pressure in our businesses. In particular, the ability to provide commercial financing has become an important advantage for some of our larger competitors and, because we do not provide such financing, we may be unable to compete as effectively for clients in a significant part of the investment banking industry. In addition, if the number of capital markets and financial advisory transactions continues to decline in response to current economic conditions, larger investment banking firms may seek to enter into engagements with smaller companies and for smaller transactions that traditionally would have been considered too small for these firms.

If we are unable to compete effectively with our competitors, our business, results of operations and financial condition will be adversely affected.

We face strong competition from middle-market investment banks.

We compete with specialized investment banks to provide financial and investment banking services to small and middle-market companies. Middle-market investment banks provide access to capital and strategic advice to small and middle-market companies in our target industries. We compete with those investment banks on the basis of a number of factors, including client relationships, reputation, the abilities of our professionals, transaction execution, innovation, price, market focus and the relative quality of our products and services. We have experienced intense competition over obtaining advisory mandates in recent years, and we may experience pricing pressures in our investment banking business in the future as some of our competitors seek to obtain increased market share by reducing fees. Competition in the middle-market may further intensify if larger Wall Street investment banks expand their focus to this sector of the market. Increased competition could reduce our market share from investment banking services and our ability to generate fees at historical levels.

We also face increased competition due to a trend toward consolidation. In recent years, there has been substantial consolidation and convergence among companies in the financial services industry. This trend was amplified in connection with the unprecedented disruption and volatility in the financial markets during the past several years, and, as a result, a number of financial services companies have merged, been acquired or have fundamentally changed their respective business models. Many of these firms may have the ability to support investment banking, including financial advisory services, with commercial banking, insurance and other financial services in an effort to gain market share, which could result in pricing pressure in our businesses.

Our stock price has been volatile and it may continue to be volatile in the future.

The market price of our common stock could be subject to significant fluctuations due to factors such as:

- changes in book value due to principal investment valuations;
 - actual or anticipated fluctuations in our financial condition or results of operations;
- failure to meet the expectations of securities analysts;
- a decline in the stock prices of peer companies;

- a discount in the trading multiple of our common stock relative to that of common stock of certain of our peer companies due to perceived risks associated with our smaller size;
- the success or failure of potential acquisitions, our operating strategies and our perceived prospects and those of the financial services industry in general;
- the realization of any of the other risks described in this section;
- sales of substantial amounts of our common stock by our employees or other stockholders, or the possibility of such sales; and
- changes in our dividend policy.

We currently have on file with the SEC an effective “universal” shelf registration statement on Form S-3, and we may file a new shelf registration statement to replenish the amount of securities registered. This shelf registration statement will enable us to sell, from time to time, our common stock and other securities covered by the registration statement in one or more public offerings. Sales of substantial amounts of our common stock or other securities covered by the registration statement may adversely affect the price of our common stock. Declines in the price of our common stock may adversely affect our ability to recruit and retain key employees, including our managing directors and other key professional employees. In addition, we may not be able to access the capital markets for future principal transactions.

Our financial results from investment banking activities may fluctuate substantially from period to period, which may impair our stock price.

We have experienced, and expect to experience in the future, significant variations from period to period in our revenues and results of operations from investment banking activities. Future variations in investment banking revenues may be attributable in part to the fact that our investment banking revenues are typically earned upon the successful completion of a transaction, the timing of which is uncertain and beyond our control. In most cases, we receive little or no payment for investment banking engagements that do not result in the successful completion of a transaction. As a result, our business is highly dependent on market conditions as well as the decisions and actions of our clients and interested third parties. For example, a client’s acquisition transaction may be delayed or terminated because of a failure to agree upon final terms with the counterparty, failure to obtain necessary regulatory consents or board or stockholder approvals, failure to secure necessary financing, adverse market conditions or unexpected financial or other problems in the business of a client or a counterparty. If the parties fail to complete a transaction on which we are advising or an offering in which we are participating, we will earn little or no revenue from the contemplated transaction. In addition, we incur significant expenses related to a contemplated transaction regardless of whether or not the contemplated transaction generates revenues. This risk may be intensified by our focus on growth companies in the financial services, healthcare, real estate and technology industries, as the market for securities of these companies has experienced significant variations in the number and size of equity offerings. In addition, our investment banking revenues are highly dependent on the level of mergers and acquisition and capital raising activity in the U.S. which fluctuates substantially from period to period. According to data from Dealogic, a provider of global investment banking analysis and systems, the number of mergers and acquisition transactions in the U.S. varied from approximately 6,150 in 2011 (\$486.8 billion in deal value) to approximately 4,700 in 2012 (\$404.0 billion in deal value) to approximately 6,133 in 2013 (\$474.3 billion in deal value). The number of capital raising transactions varied from 743 in 2012 (raising \$209.6 billion) to 1,038 in 2013 (raising \$240.8 billion). Our investment banking revenues would be adversely affected in the event that the number and size of mergers and acquisitions and capital raising transactions decline. As a result, we may not achieve steady and predictable earnings on a quarterly basis, which could in turn adversely affect our stock price.

Further, because a significant portion of our revenue is derived from investment banking fees and commissions, severe market fluctuations, weak economic conditions, a decline in stock prices, trading volumes or liquidity could cause our financial results to fluctuate from period to period as a result of the following, among other things:

- the number and size of transactions for which we provide underwriting and merger and acquisition advisory services may decline;
- the value of the securities we hold in inventory as assets, which we often purchase in connection with market-making and underwriting activities, may decline; and
- the volume of trades we would execute for our clients may decrease.

To the extent our clients, or counterparties in transactions with us, are more likely to suffer financial setbacks in a volatile stock market environment, our risk of loss during these periods would increase.

Our corporate finance and strategic advisory engagements are singular in nature and do not generally provide for subsequent engagements.

Our investment banking clients generally retain us on a short-term, engagement-by-engagement basis in connection with specific corporate finance, merger and acquisition transactions (often as an advisor in company sale transactions) and other strategic advisory services, rather than on a recurring basis under long-term contracts. As these transactions are typically singular in nature and our engagements with these clients may not recur, we must seek new engagements when our current engagements are successfully completed or are terminated. As a result, high activity levels in any period are not necessarily indicative of continued high levels of activity in any subsequent period. If we are unable to generate a substantial number of new engagements that generate fees from new or existing clients, our business, results of operations and financial condition could be adversely affected.

Pricing and other competitive pressures may impair the revenues of our sales and trading business.

We derive a significant portion of our revenues from our sales and trading business, which accounted for 17%, 22% and 23% of our net revenues for the years ended December 31, 2013, 2012 and 2011, respectively. Along with other investment banking firms, we have experienced intense price competition and trading volume reduction in this business in recent years. In particular, the ability to execute trades electronically and through alternative trading systems has increased the downward pressure on trading commissions and spreads. We expect these trends toward alternative trading systems and downward pricing pressure in the business to continue. We believe we may experience competitive pressures in these and other areas in the future as some of our competitors seek to obtain market share by competing on the basis of price or by using their own capital to facilitate client trading activities. In addition, we face pressure from our larger competitors, which may be better able to offer a broader range of complementary products and services to clients in order to win their trading business. As we are committed to maintaining and improving our comprehensive research coverage in our target sectors to support our sales and trading business, we may be required to make substantial investments in our research capabilities to remain competitive. If we are unable to compete effectively in these areas, the revenues of our sales and trading business may decline, and our business, results of operations and financial condition may be harmed.

Some of our large institutional sales and trading clients in terms of brokerage revenues have entered into arrangements with us and other investment banking firms under which they separate payments for research products or services from trading commissions for sales and trading services, and pay for research directly in cash, instead of compensating the research providers through trading commissions (referred to as “soft dollar” practices). In addition, we have entered into certain commission sharing arrangements in which institutional clients execute trades with a limited number of brokers and instruct those brokers to allocate a portion of the commission directly to us or other broker-dealers for research or to an independent research provider. If more of such arrangements are reached between our clients and us, or if similar practices are adopted by more firms in the investment banking industry, it may further increase the competitive pressures on trading commissions and spreads and reduce the value our clients place on high quality research. Conversely, if we are unable to make similar arrangements with other investment managers that insist on separating trading commissions from research products, volumes and trading commissions in our sales and trading business also would likely decrease.

Larger and more frequent capital commitments in our trading and underwriting businesses increase the potential for significant losses.

There is a trend toward larger and more frequent commitments of capital by financial services firms in many of their activities. For example, in order to win business, investment banks are increasingly committing to purchase large blocks of stock from publicly traded issuers or significant stockholders, instead of the more traditional marketed underwriting process in which marketing is typically completed before an investment bank commits to purchase securities for resale. We may participate in this trend and, as a result, we may be subject to increased risk. Conversely, if we do not have sufficient regulatory capital to so participate, our business may suffer. Furthermore, we may suffer losses as a result of the positions taken in these transactions even when economic and market conditions are generally favorable for others in the industry.

We may increasingly commit our own capital as part of our trading business to facilitate client sales and trading activities. The number and size of these transactions may adversely affect our results of operations in a given period. We may also incur significant losses from our sales and trading activities due to market fluctuations and volatility in our results of operations. To the extent that we own assets, i.e., have long positions, in any of those markets, a downturn in the value of those assets or in those markets could result in losses. Conversely, to the extent that we have sold assets we do not own, i.e., have short positions, in any of those markets, an upturn in those markets could expose us to potentially large losses as we attempt to cover our short positions by acquiring assets in a rising market.

The asset management business is intensely competitive.

Over the past several years, the size and number of asset management funds, including hedge funds and private equity funds, has continued to increase. If this trend continues, it is possible that it will become increasingly difficult for our funds to raise capital. More significantly, the allocation of increasing amounts of capital to alternative investment

strategies by institutional and individual investors leads to a reduction in the size and duration of pricing inefficiencies. Many alternative investment strategies seek to exploit these inefficiencies and, in certain industries, this drives prices for investments higher, in either case increasing the difficulty of achieving targeted returns. In addition, if interest rates were to rise or there were to be a prolonged bull market in equities, the attractiveness of our funds relative to investments in other investment products could decrease. Competition is based on a variety of factors, including:

- investment performance;

- investor perception of the drive, focus and alignment of interest of an investment manager;
 - quality of service provided to and duration of relationship with investors;

- business reputation; and

- level of fees and expenses charged for services.

We compete in the asset management business with a large number of investment management firms, private equity fund sponsors, hedge fund sponsors and other financial institutions. A number of factors serve to increase our competitive risks, as follows:

- investors may develop concerns that we will allow a fund to grow to the detriment of its performance;

- some of our competitors have greater capital, lower targeted returns or greater sector or investment strategy specific expertise than we do, which creates competitive disadvantages with respect to investment opportunities;

- some of our competitors may perceive risk differently than we do which could allow them either to outbid us for investments in particular sectors or, generally, to consider a wider variety of investments;

- there are relatively few barriers to entry impeding new asset management firms, and the successful efforts of new entrants into our various lines of business, including former “star” portfolio managers at large diversified financial institutions as well as such institutions themselves, will continue to result in increased competition; and

- other industry participants in the asset management business continuously seek to recruit our best and brightest investment professionals away from us.

These and other factors could reduce our earnings and revenues and adversely affect our business. In addition, if we are forced to compete with other alternative asset managers on the basis of price, we may not be able to maintain our current base management and incentive fee structures. We have historically competed primarily on the performance of our funds, and not on the level of our fees relative to those of our competitors. However, there is a risk that fees in the alternative investment management industry will decline, without regard to the historical performance of a manager, including our managers. Fee reductions on our existing or future funds, without corresponding decreases in our cost structure, would adversely affect our revenues and distributable earnings.

Poor investment performance may decrease assets under management and reduce revenues from and the profitability of our asset management business.

Revenues from our asset management business are primarily derived from asset management fees. Asset management fees are comprised of base management and incentive fees. Management fees are typically based on assets under management, and incentive fees are earned on a quarterly or annual basis only if the return on our managed accounts exceeds a certain threshold return, or “highwater mark,” for each investor. We will not earn incentive fee income during a particular period, even when a fund had positive returns in that period, if we do not generate cumulative performance that surpasses a highwater mark. If a fund experiences losses, we will not earn incentive fees with regard to investors in that fund until its returns exceed the relevant highwater mark.

In addition, investment performance is one of the most important factors in retaining existing investors and competing for new asset management business. Investment performance may be poor as a result of the current or future difficult market or economic conditions, including changes in interest rates or inflation, terrorism or political uncertainty, our investment style, the particular investments that we make, and other factors. Poor investment performance may result in a decline in our revenues and income by causing (i) the net asset value of the assets under our management to decrease, which would result in lower management fees to us, (ii) lower investment returns, resulting in a reduction of incentive fee income to us, and (iii) investor redemptions, which would result in lower fees to us because we would have fewer assets under management.

To the extent our future investment performance is perceived to be poor in either relative or absolute terms, the revenues and profitability of our asset management business will likely be reduced and our ability to grow existing funds and raise new funds in the future will likely be impaired.

The historical returns of our funds may not be indicative of the future results of our funds.

The historical returns of our funds should not be considered indicative of the future results that should be expected from such funds or from any future funds we may raise. Our rates of returns reflect unrealized gains, as of the

applicable measurement date, which may never be realized due to changes in market and other conditions not in our control that may adversely affect the ultimate value realized from the investments in a fund. The returns of our funds may have also benefited from investment opportunities and general market conditions that may not repeat themselves, and there can be no assurance that our current or future funds will be able to avail themselves of profitable investment opportunities. Furthermore, the historical and potential future returns of the funds we manage also may not necessarily bear any relationship to potential returns on our common stock.

Our asset management clients may generally redeem their investments, which could reduce our asset management fee revenues.

Our asset management fund agreements generally permit investors to redeem their investments with us after an initial “lockup” period during which redemptions are restricted or penalized. However, any such restrictions may be waived by us. Thereafter, redemptions are permitted at quarterly or annual intervals. If the return on the assets under our management does not meet investors’ expectations, investors may elect to redeem their investments and invest their assets elsewhere, including with our competitors. Our management fee revenues correlate directly to the amount of assets under our management; therefore, redemptions may cause our fee revenues to decrease. Investors may decide to reallocate their capital away from us and to other asset managers for a number of reasons, including poor relative investment performance, changes in prevailing interest rates which make other investments more attractive, changes in investor perception regarding our focus or alignment of interest, dissatisfaction with changes in or a broadening of a fund’s investment strategy, changes in our reputation, and departures or changes in responsibilities of key investment professionals. For these and other reasons, the pace of redemptions and corresponding reduction in our assets under management could accelerate. In the future, redemptions could require us to liquidate assets under unfavorable circumstances, which would further harm our reputation and results of operations.

We invest our own principal capital in equities and debt that expose us to a significant risk of capital loss.

We use a portion of our own capital in a variety of principal investment activities, each of which involves risks of illiquidity, loss of principal and revaluation of assets. At December 31, 2013, our gross principal investments included \$56.2 million invested in other investments (net of \$105.3 million related to non-controlling interest), of which \$44.6 million related to our family of funds, \$6.2 million to funds managed by third-parties, and \$4.1 million to equity securities of private companies. We also had \$29.3 million invested in marketable securities, and \$13.7 million invested through short positions on marketable securities. In addition, we have investments in private companies through loans and lines of credit, which as of December 31, 2013, are carried at \$0.8 million net of reserves for credit losses. We have \$39.9 million invested in the subordinated securities issued by the CLOs. The companies in which we invest may rely on new or developing technologies or novel business models, or concentrate on markets which are or may be disproportionately impacted by pressures in the financial services and/or mortgage and real estate sectors, have not yet developed and which may never develop sufficiently to support successful operations, or their existing business operations may deteriorate or may not expand or perform as projected. As a result, we have suffered losses in the past and we may suffer losses from our principal investment activities in the future.

We have made and may make principal investments in relatively high-risk, illiquid assets that often have significantly leveraged capital structures, and we may fail to realize any profits from these activities for a considerable period of time or lose some or all of the principal amount we invest in these activities.

We may purchase equity securities and, to a lesser extent, debt securities, in venture capital, seed and other high risk financings of early-stage, pre-public or “mezzanine stage”, distressed situations and turnaround companies, as well as funds or other collective investment vehicles. We risk the loss of capital we have invested in these activities.

We may use our capital, including on a leveraged basis in principal investments in both private company and public company securities that may be illiquid and volatile. The equity securities of a privately-held entity in which we make a principal investment are likely to be restricted as to resale and may otherwise be highly illiquid. In the case of fund or similar investments, our investments may be illiquid until such investment vehicles are liquidated. We expect that there will be restrictions on our ability to resell the securities of any such company that we acquire for a period of at least six months after we acquire those securities. Thereafter, a public market sale may be subject to volume limitations or dependent upon securing a registration statement for an initial and potentially secondary public offering of the securities. We may make principal investments that are significant relative to the overall capitalization of the investee company and resales of significant amounts of these securities might be subject to significant limitations and adversely affect the market and the sales price for the securities in which we invest. In addition, our principal investments may involve entities or businesses with capital structures that have significant leverage. The large amount of borrowing in the leveraged capital structure increases the risk of losses due to factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the investment or its industry. In the event of defaults under borrowings, the assets being financed would be at risk of foreclosure, and we could lose our entire investment.

Even if we make an appropriate investment decision based on the intrinsic value of an enterprise, we cannot assure you that general market conditions will not cause the market value of our investments to decline. For example, an increase in interest rates, a general decline in the stock markets, or other market and industry conditions adverse to companies of the type in which we invest and intend to invest could result in a decline in the value of our investments or a total loss of our investment.

In addition, some of these investments are, or may in the future be, in industries or sectors which are unstable, in distress or undergoing some uncertainty. Such investments may be subject to rapid changes in value caused by sudden company-specific or industry-wide developments. Contributing capital to these investments is risky, and we may lose some or all of the principal amount of our investments. There are no regularly quoted market prices for a number of the investments that we make. The value of our investments is determined using fair value methodologies described in valuation policies, which may consider, among other things, the nature of the investment, the expected cash flows from the investment, bid or ask prices provided by third parties for the investment and the trading price of recent sales of securities (in the case of publicly-traded securities), restrictions on transfer and other recognized valuation methodologies. The methodologies we use in valuing individual investments are based on estimates and assumptions specific to the particular investments. Therefore, the value of our investments does not necessarily reflect the prices that would actually be obtained by us when such investments are sold. Realizations at values significantly lower than

the values at which investments have been reflected in values would result in losses of potential incentive income and principal investments.

We may experience write downs of our investments and other losses related to the valuation of our investments and volatile and illiquid market conditions.

We have exposure to volatile or illiquid securities, including investments in companies which have and may hold mortgage-related products, such as residential and commercial mortgage-backed securities, mortgage loans, and other mortgage and real estate-related securities. We continue to have exposure to these markets and products and as market conditions continue to evolve the fair value of these mortgage-related instruments could deteriorate.

In addition, in our principal investment activities, our concentrated holdings, illiquidity and market volatility may make it difficult to value certain of our investment securities. Subsequent valuations, in light of factors then prevailing, may result in significant changes in the values of these securities in future periods. In addition, at the time of any sales and settlements of these securities, the price we ultimately realize will depend on the demand and liquidity in the market at that time and may be materially lower than their current fair value. Any of these factors could require us to take write downs in the value of our investment and securities portfolio, which may have an adverse effect on our results of operations in future periods.

Our businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe us money, securities or other assets or whose securities or obligations we hold.

The amount and duration of our credit exposures have been increasing over the past year, as have the breadth and size of the entities to which we have credit exposures. We are exposed to the risk that third parties that owe us money, securities or other assets will not perform their obligations. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. Declines in the market value of securities can result in the failure of buyers and sellers of securities to fulfill their settlement obligations, and in the failure of our clients to fulfill their credit obligations. During market downturns, counterparties to us in securities transactions may be less likely to complete transactions. In addition, particularly during market downturns, we may face additional expenses defending or pursuing claims or litigation related to counterparty or client defaults.

Our businesses may be adversely affected by the disruptions in the credit markets, including reduced access to credit and liquidity and higher costs of obtaining credit.

Historically, we have satisfied our need for funding from internally generated funds, the net proceeds from our 2007 initial public offering, and our revolving credit facility with City National Bank. Further, in January 2013, we raised approximately \$46.0 million from the sale of our 2013 Senior Notes and in January 2014, we raised an additional \$48.3 million from the sale of our 2014 Senior Notes. In the event existing internal and external financial resources do not satisfy our needs, we would have to seek additional outside financing. The availability of outside financing will depend on a variety of factors, such as our financial condition and results of operations, the availability of acceptable collateral, market conditions, the general availability of credit, the volume of trading activities, and the overall availability of credit to the financial services industry.

Widening credit spreads, as well as significant declines in the availability of credit, could adversely affect our ability to borrow on an unsecured basis. Disruptions in the credit markets could make it more difficult and more expensive to obtain funding for our businesses. If our available funding is limited or we are forced to fund our operations at a higher cost, these conditions may require us to curtail our business activities and increase our cost of funding, both of which could reduce our profitability, particularly in our businesses that involve investing and taking principal positions.

Liquidity, or ready access to funds, is essential to financial services firms, including ours. Failures of financial institutions have often been attributable in large part to insufficient liquidity. Liquidity is of particular importance to our sales and trading business, and perceived liquidity issues may affect the willingness of our clients and counterparties to engage in sales and trading transactions with us. Our liquidity could be impaired due to circumstances that we may be unable to control, such as a general market disruption or an operational problem that affects our sales and trading clients, third parties or us. Further, our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time.

Our clients engaging us with respect to mergers and acquisitions often rely on access to the secured and unsecured credit markets to finance their transactions. The lack of available credit and the increased cost of credit could adversely affect the size, volume and timing of our clients' merger and acquisition transactions—particularly large transactions—and adversely affect our investment banking business and revenues.

Increased leverage as a result of our January 2014 offering of the 2014 Senior Notes may harm our financial condition and results of operations.

As of December 31, 2013, our total indebtedness was approximately \$63.9 million, which consists of \$46.0 million in principal amount of 8.00% senior notes due 2023 and term loan borrowings of \$15.0 million by JMP Group LLC ("JMPG LLC") under its credit facility. This does not include asset-backed securities of CLO I and CLO II and indebtedness of Harvest Growth Capital II ("HGC II"), which are consolidated in our financial statements, together with the loans collateralizing the asset-backed securities of the CLOs, even though the CLOs and HGC II are bankruptcy remote entities with no recourse to us. In the first quarter of 2014, we issued \$48.3 million principal amount of 7.25% senior notes due 2021. Our level of indebtedness could have important consequences to you, because:

- it could affect our ability to satisfy our financial obligations, including those relating to the Senior Notes and outstanding borrowings under JMP Group LLC's credit facility;
- a substantial portion of our cash flows from operations will have to be dedicated to interest and principal payments and may not be available for operations, working capital, capital expenditures, expansion, acquisitions or general corporate or other purposes;
- it may impair our ability to obtain additional financing in the future;
- it may limit our ability to refinance all or a portion of our indebtedness on or before maturity;
- it may limit our flexibility in planning for, or reacting to, changes in our business and industry; and
- it may make us more vulnerable to downturns in our business, our industry or the economy in general.

Our operations may not generate sufficient cash to enable us to service our debt. If we fail to make a payment on the Senior Notes or fail to maintain a minimum level of liquidity, we could be in default on the Senior Notes, and this default could cause us to be in default on our other outstanding indebtedness. Conversely, a default on our other outstanding indebtedness may cause a default under the Senior Notes. In addition, we may incur additional indebtedness in the future, and, as a result, the related risks that we now face, including those described above, could intensify. A default, if not waived, could result in acceleration of the debt outstanding under the related agreement. If that should occur, we may not be able to pay all such debt or to borrow sufficient funds to refinance it. Even if new financing were then available, it may not be on terms that are acceptable to us. The indentures for the senior notes do not restrict our ability to incur additional indebtedness.

Increases in short term LIBOR interest rates could adversely affect the performance of our CLOs.

An increase in prevailing interest rates could adversely affect the return on equity of the CLOs we manage. Many of the loans in CLO portfolios have variable interest rates indexed to LIBOR and subject to a LIBOR floor, which provides additional income during periods when LIBOR rates are below the floor levels. Loans with a LIBOR floor pay an interest rate of LIBOR plus the applicable margin so long as LIBOR remains above the specified floor level. If, however, LIBOR falls below the floor, the interest rate is the floor level plus the applicable margin. The asset backed securities issued by our CLOs typically have variable interest rates indexed to LIBOR, but do not have LIBOR floors. Accordingly, in a low interest rate environment, the equity holders of our CLOs benefit from a so called LIBOR floor benefit. If the LIBOR increases above the applicable LIBOR floors, the variable interest payments on the CLO asset backed securities will also increase, and the LIBOR floor benefit to us will decrease. This will diminish the return on equity of our CLOs that we hold, which could have an adverse impact on our results of operations.

We may not receive any return on our investment in the CLOs in which we have invested and we may be unable to raise additional CLOs.

As of December 31, 2013, we had \$39.9 million invested in the subordinated securities issued by CLOs managed by JMP Credit Advisors. Subject to market conditions, we expect to continue to acquire subordinated securities in the future in CLOs managed by JMP Credit Advisors [and/or third party managers]. These subordinated securities are the most junior class of securities issued by the CLOs and are subordinated in priority of payment to every other class of securities issued by these CLOs. Therefore, they only receive cash distributions if the CLOs have made all cash interest payments to all other debt securities issued by the CLOs. The subordinated securities are also unsecured and rank behind all of the secured creditors, known or unknown, of the CLOs, including the holders of the senior securities issued by the CLOs. Consequently, to the extent that the value of a CLOs' loan investments has been reduced as a result of conditions in the credit markets, or as a result of default loans or individual fund assets, the value of the subordinated securities at their redemption could be reduced. Additionally, we may not be able to continue to complete new CLOs due to prevailing CLO market conditions or other factors.

We expect to enter into warehouse agreements in connection with our potential investment in and management of CLOs and other investment products, which may expose us to substantial risks.

In connection with our potential investment in and management of new CLOs, we have entered, and expect to enter, into warehouse agreements with warehouse providers such as banks or other financial institutions, pursuant to which the warehouse provider will finance the purchase of investments that will be ultimately included in a CLO. We will typically select the investments in the warehouse subject to the approval of the warehouse provider. If the relevant CLO transaction is not issued or consummated, as applicable, the warehouse investments may be liquidated, and we may be required to pay any amount by which the purchase price of the investments exceeds its sale price and may be liable for certain of the expenses associated with the warehouse or planned CLO. In addition, regardless of whether

the CLO is issued or consummated, if any of the warehoused investments are sold before such issuance or consummation, we may have to bear any resulting loss on the sale. The amount at risk in connection with a warehouse agreement will vary and may not be limited to the amount, if any, that we invest in the related CLO upon its issuance or consummation, as applicable. Although we would expect to complete the issuance of a particular CLO within six to nine months after establishing a related warehouse, we may not be able to complete the issuance within such expected time period or at all.

Changes in CLO spreads and an adverse market environment could continue to make it difficult for us to launch new CLOs.

The ability to issue new CLOs is dependent, in part, on the amount by which the interest earned on the investments held by the CLO exceeds the interest payable by the CLO on the debt obligations it issues to investors and the CLO's other expenses, as well as other factors. If this excess (also known as a CLO's "arbitrage") is not sufficient, the proposed CLO will not be attractive to investors and thus cannot be issued. There may be sustained periods when CLO arbitrage will not be sufficient for us to sponsor new CLOs, which could materially impair our business. During the recent financial crisis, there was a dislocation in the credit market that significantly impeded CLO formation. Although market conditions have improved, the dislocation in credit markets could return and continue for a significant period of time. Renewed dislocation of these markets could adversely impact our results of operations and financial condition.

Defaults, downgrades and depressed market values of the collateral underlying CLOs may cause the decline in and deferral of investment advisory income and the reduction of assets under management.

Under the investment management agreements between JMP Credit Advisors and the CLOs it manages, payment of investment advisory fees is generally subject to a "waterfall" structure. Pursuant to these "waterfalls," all or a portion of an advisory fees may be deferred if, among other things, the CLOs do not generate sufficient cash flows to pay the required interest on the notes they have issued to investors and certain expenses they have incurred. Deferrals could occur if the issuers of the collateral underlying the CLOs default on or defer payments of principal or interest relating to such collateral. Due to severe levels of defaults and delinquencies on the assets underlying certain of the CLOs managed by us, in the past, we have both experienced declines in and deferrals of investment advisory fees. Further, during such periods and pursuant to the waterfalls, the CLOs may be required to repay certain of these liabilities, which repayment permanently reduces our assets under management and related investment advisory fees pursuant to which we can recoup deferred subordinated fees. If similar defaults and delinquencies resume, we could experience additional declines in and deferrals of their investment advisory fees.

Additionally, all or a portion of our investment advisory fees from the CLOs that we manage may be deferred if such CLOs fail to satisfy certain "over-collateralization" tests. Pursuant to the "waterfall" structure discussed above, such failures generally require cash flows to be diverted to prepay certain of the CLO's liabilities resulting in similar permanent reductions in assets under management and investment advisory fees in respect of such CLOs. Defaulted assets and assets that have been severely downgraded are generally carried at a reduced value for purposes of the over-collateralization tests. In some CLOs, these assets are required to be carried at their market values for purposes of

the over-collateralization tests. Due to exceptionally high levels of defaults, severe downgrades and depressed market values of the collateral underlying certain CLOs, some CLOs have breached their overcollateralization tests, and we have therefore experienced, and may experience in the future, declines in and deferrals of investment advisory fees which could have a material and adverse effect on us.

We are subject to net capital and other regulatory capital requirements; failure to comply with these rules would significantly harm our business.

JMP Securities LLC, our broker-dealer subsidiary, is subject to the net capital requirements of the SEC, FINRA, and various self-regulatory organizations of which it is a member. These requirements typically specify the minimum level of net capital a broker-dealer must maintain and also mandate that a significant part of its assets be kept in relatively liquid form. Failure to maintain the required net capital may subject a firm to limitation of its activities, including suspension or revocation of its registration by the SEC and suspension or expulsion by FINRA and other regulatory bodies, and ultimately may require its liquidation. Failure to comply with the net capital rules could have material and adverse consequences, such as:

- limiting our operations that require intensive use of capital, such as underwriting or trading activities; or

- restricting us from withdrawing capital from our subsidiaries, when our broker-dealer subsidiary has more than the minimum amount of required capital. This, in turn, could limit our ability to implement our business and growth strategies, pay interest on and repay the principal of our debt and/or repurchase our shares.

In addition, a change in the net capital rules or the imposition of new rules affecting the scope, coverage, calculation, or amount of net capital requirements, or a significant operating loss or any large charge against net capital, could have similar adverse effects.

Furthermore, JMP Securities LLC is subject to laws that authorize regulatory bodies to block or reduce the flow of funds from it to JMP Group Inc. As a holding company, JMP Group Inc. depends on dividends, distributions and other payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations. As a result, regulatory actions could impede access to funds that JMP Group Inc. needs to make payments on obligations, including debt obligations, or dividend payments. In addition, because JMP Group Inc. holds equity interests in the firm's subsidiaries, its rights as an equity holder to the assets of these subsidiaries may not materialize, if at all, until the claims of the creditors of these subsidiaries are first satisfied.

There are contractual, legal and other restrictions that may prevent us from paying cash dividends on our common stock and, as a result, you may not receive any return on investment unless you sell your common stock for a price greater than the price for which you paid.

Although we have paid a quarterly dividend on our common stock since our initial public offering, there can be no assurance that in the future sufficient cash will be available to pay such dividends, and our board of directors may at any time modify or revoke our current dividend policy. Any decision to declare and pay dividends in the future will be

made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our board of directors may deem relevant. We do not intend to borrow funds in order to pay dividends. In addition, JMP Group Inc., the entity from which we make our dividend payments, is a holding company that does not conduct any significant business operations of its own, and therefore, it is dependent upon cash dividends and other transfers from our subsidiaries to make dividend payments on its common stock. The amounts available to us to pay cash dividends are restricted by existing and future debt agreements. In general, under the credit agreement governing our revolving lines of credit and term loans with City National Bank, JMP Group LLC is restricted under certain circumstances from paying dividends or making other distributions to us if an event of default has occurred under that agreement. The Senior Notes were issued pursuant to an indenture with U.S. Bank National Association, as trustee. The indenture contains a minimum liquidity covenant that obligates the Company to maintain liquidity of at least an amount equal to the lesser of (i) the aggregate amount due on the next eight scheduled quarterly interest payments on the Senior Notes, or (ii) the aggregate amount due on all remaining scheduled quarterly interest payments on the Senior Notes until the maturity of the Senior Notes. The indenture also contains customary event of default and cure provisions. If an uncured default occurs and is continuing, the Trustee or the holders of at least 25% in principal amount of the Senior Notes may declare the Senior Notes immediately due and payable. SEC regulations also provide that JMP Securities may not pay cash dividends to us if certain minimum net capital requirements are not met. In addition, Delaware law permits the declaration of dividends only to the extent of our surplus (which is defined as total assets at fair market value minus total liabilities, minus statutory capital), or if there is no surplus, out of our net profits for the then current and/or immediately preceding fiscal years. In the event we do not pay cash dividends on our common stock as a result of these restrictions, you may not receive any return on an investment in our common stock unless you sell your common stock for a price greater than the price for which you paid.

We may incur losses as a result of ineffective risk management processes and strategies.

We seek to monitor and control our risk exposure through operational and compliance reporting systems, internal controls, management review processes and other mechanisms. Our investing and trading processes seek to balance our ability to profit from investment and trading positions with our exposure to potential losses. While we employ limits and other risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate economic and financial outcomes or the specifics and timing of such outcomes. Thus, we may, in the course of our investment and trading activities, incur losses, which may be significant.

In addition, we are investing our own capital in our funds and funds of funds as well as principal investing activities, and limitations on our ability to withdraw some or all of our investments in these funds or liquidate our investment positions, whether for legal, reputational, illiquidity or other reasons, may make it more difficult for us to control the risk exposures relating to these investments.

Our risk management policies and procedures may leave us exposed to unidentified or unanticipated risks.

Our risk management strategies and techniques may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk. We seek to manage, monitor and control our operational, legal and regulatory risk through operational and compliance reporting systems, internal controls, management review processes and other mechanisms; however, there can be no assurance that our procedures will be fully effective. Further, our risk management methods may not effectively predict future risk exposures, which could be significantly greater than the historical measures indicate. In addition, some of our risk management methods are based on an evaluation of information regarding markets, clients and other matters that are based on assumptions that may no longer be accurate. A failure to adequately manage our growth, or to effectively manage our risk, could materially and adversely affect our business and financial condition.

We are exposed to the risk that third parties that owe us money, securities or other assets will not perform their obligations. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure, and breach of contract or other reasons. We are also subject to the risk that our rights against third parties may not be enforceable in all circumstances. As an introducing broker, we could be held responsible for the defaults or misconduct of our customers. These may present credit concerns, and default risks may arise from events or circumstances that are difficult to detect, foresee or reasonably guard against. In addition, concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions, which in turn could adversely affect us. If any of the variety of instruments, processes and strategies we utilize to manage our exposure to various types of risk are not effective, we may incur losses.

Our operations and infrastructure and those of the service providers upon which we rely may malfunction or fail.

Our businesses are highly dependent on our ability to process, on a daily basis, a large number of transactions across diverse markets, and the transactions we process have become increasingly complex. The inability of our systems to accommodate an increasing volume of transactions could constrain our ability to expand our businesses. If any of these systems do not operate properly or are disabled, or if there are other shortcomings or failures in our internal processes, people or systems, we could suffer impairments, financial loss, a disruption of our businesses, liability to clients, regulatory intervention or reputational damage.

We have outsourced certain aspects of our technology infrastructure, administration and general service providers, including data centers, disaster recovery systems, and wide area networks, as well as some trading applications. We are dependent on our providers to manage and monitor those functions. A disruption of any of the outsourced services would be out of our control and could negatively impact our business. We have experienced disruptions on occasion, none of which has been material to our operations and results. However, there can be no guarantee that future disruptions with these providers will not occur. We also face the risk of operational failure, capacity constraints or termination of relations with any of the clearing agents, exchanges, clearing houses or other financial intermediaries we use to facilitate our securities transactions. As a result of the consolidation over the years among clearing agents, exchanges and clearing houses, our exposure to certain financial intermediaries has increased and could affect our ability to find adequate and cost-effective alternatives should the need arise. Any such failure, constraint or termination could adversely affect our ability to effect transactions and to manage our exposure to risk.

In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the communities in which we are located. This may affect, among other things, our financial, accounting or other data processing systems. This may include a disruption involving electrical, communications, transportation or other services used by us or third parties with which we conduct business, whether due to fire, serious weather conditions, earthquakes or other natural disasters, power or communications failure, act of terrorism or war or otherwise. Nearly all of our employees in our primary locations in San Francisco, New York City, Boston and Chicago work in close proximity to each other. Although we have a formal disaster recovery plan in place, if a disruption occurs in one location and our employees in that location are unable to communicate with or travel to other locations, our ability to service and interact with our clients may suffer, and we may not be able to implement successfully contingency plans that depend on communication or travel.

Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Although we take protective measures and endeavor to modify them as circumstances warrant, our computer systems, software and networks may be vulnerable to unauthorized access, cyberattacks, computer viruses or other malicious code and other events that could have a security impact. Breaches of our network security systems could involve attacks that are intended to obtain unauthorized access to our proprietary information, destroy data or disable, degrade or sabotage our systems, often through the introduction of computer viruses, cyberattacks and other means and could originate from a wide variety of sources, including unknown third parties outside the firm. Although we take various measures to ensure the integrity of our systems, there can be no assurance that these measures will provide protection. If one or more of such events occur, this could jeopardize our or our clients' or counterparties' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations. We may be required to expend significant additional resources to modify our protective measures, to investigate and remediate vulnerabilities or other exposures or to make required notifications, and we may be subject to litigation and financial losses that are either not insured or not fully covered through any insurance maintained by us. If our systems are compromised, do not operate properly or are disabled, we could suffer a disruption of our business, financial losses, liability to clients, regulatory sanctions and damage to our reputation.

We are subject to risks in using prime brokers and custodians.

Our asset management subsidiary and its managed funds depend on the services of prime brokers and custodians to settle and report securities transactions. In the event of the insolvency of a prime broker or custodian, our funds might not be able to recover equivalent assets in whole or in part as they will rank among the prime broker's and the custodian's unsecured creditors in relation to assets which the prime broker or custodian borrows, lends or otherwise uses. In addition, cash held by our funds with the prime broker or custodian will not be segregated from the prime broker's or custodian's own cash, and the funds will therefore rank as unsecured creditors in relation thereto.

Strategic investments or acquisitions and joint ventures, or our entry into new business areas, may result in additional risks and uncertainties in our business.

We intend to grow our core businesses both through internal expansion and through strategic investments, acquisitions or joint ventures. When we make strategic investments, acquisitions or enter into joint ventures, we face numerous risks and uncertainties in combining or integrating the relevant businesses and systems. In addition, conflicts or disagreements between us and the other members of a venture may negatively impact our businesses. In addition, future acquisitions or joint ventures may involve the issuance of additional shares of our common stock, which may dilute your ownership in our firm. Furthermore, any future acquisitions of businesses or facilities by us could entail a number of risks, including:

- problems with the effective integration of operations;
- the inability to maintain key pre-acquisition business relationships and integrate new relationships;
- increased operating costs;
- loss of key employees or customers;
- exposure to unanticipated liabilities;
- the diversion of management's attention from our day-to-day business as a result of the need to manage any disruptions and difficulties and the need to add management resources to do so;
- risks of misconduct by employees not subject to our control;
- difficulties in realizing projected efficiencies, synergies and cost savings; and

- exposure to new or unknown liabilities.

Any future growth of our business, such as further expansion of our asset management or principal investment activities, may require significant resources and/or result in significant unanticipated losses, costs or liabilities. In addition, expansions, acquisitions or joint ventures may require significant managerial attention, which may be diverted from our other operations. These capital, equity and managerial commitments may impair the operation of our businesses.

Risks Related to Our Industry

Financial services firms have been subject to increased scrutiny over the last several years, increasing the risk of financial liability and reputational harm resulting from adverse regulatory actions.

Firms in the financial services industry have been operating in a difficult regulatory environment which we expect will become even more stringent in light of recent well-publicized failures of regulators to detect and prevent fraud. The industry has experienced increased scrutiny from a variety of regulators, including the SEC, the NYSE, FINRA and state attorneys general. Penalties and fines sought by regulatory authorities have increased substantially over the last several years. This regulatory and enforcement environment has created uncertainty with respect to a number of transactions that had historically been entered into by financial services firms and that were generally believed to be permissible and appropriate. We may be adversely affected by changes in the interpretation or enforcement of existing laws and rules by these governmental authorities and self-regulatory organizations. Each of the regulatory bodies with jurisdiction over us has regulatory powers dealing with many aspects of financial services, including, but not limited to, the authority to fine us and to grant, cancel, restrict or otherwise impose conditions on the right to carry on particular businesses. For example, a failure to comply with the obligations imposed by the Exchange Act on broker-dealers and the Investment Advisers Act on investment advisers, including record-keeping, advertising and operating requirements, disclosure obligations and prohibitions on fraudulent activities, or by the Investment Company Act of 1940, could result in investigations, sanctions and reputational damage. We also may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, other U.S. or foreign governmental regulatory authorities or FINRA or other self-regulatory organizations that supervise the financial markets. Substantial legal liability or significant regulatory action against us could have adverse financial effects on us or cause reputational harm to us, which could harm our business prospects.

In addition, financial services firms are subject to numerous conflicts of interests or perceived conflicts. The SEC and other federal and state regulators have increased their scrutiny of potential conflicts of interest. We have adopted various policies, controls and procedures to address or limit actual or perceived conflicts and regularly review and update our policies, controls and procedures. However, appropriately addressing conflicts of interest is complex and difficult and our reputation could be damaged if we fail, or appear to fail, to appropriately address conflicts of interest. Our policies and procedures to address or limit actual or perceived conflicts may also result in increased costs and additional operational personnel. Failure to adhere to these policies and procedures may result in regulatory sanctions or litigation against us. For example, the research operations of investment banks have been and remain the subject of heightened regulatory scrutiny which has led to increased restrictions on the interaction between equity research analysts and investment banking professionals at securities firms. Several securities firms in the U.S. reached a global

settlement in 2003 and 2004 with certain federal and state securities regulators and self-regulatory organizations to resolve investigations into the alleged conflicts of interest of research analysts, which resulted in rules that have imposed additional costs and limitations on the conduct of our business.

Asset management businesses have experienced a number of highly publicized regulatory inquiries which have resulted in increased scrutiny within the industry and new rules and regulations for mutual funds, investment advisors and broker-dealers. Although we do not act as an investment advisor to mutual funds, we are registered as an investment advisor with the SEC and the regulatory scrutiny and rulemaking initiatives may result in an increase in operational and compliance costs or the assessment of significant fines or penalties against our asset management business, and may otherwise limit our ability to engage in certain activities. In addition, the SEC staff has conducted studies with respect to soft dollar practices in the brokerage and asset management industries and proposed interpretive guidance regarding the scope of permitted brokerage and research services in connection with soft dollar practices. The SEC staff has indicated that it is considering additional rulemaking in this and other areas, and we cannot predict the effect that additional rulemaking may have on our asset management or brokerage business or whether it will be adverse to us. For example, the SEC recently instituted a permanent ban on “naked” short sales. In addition, Congress is currently considering imposing new requirements on entities that securitize assets, which could affect our credit activities. It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any of the proposals will become law. Compliance with any new laws or regulations could make compliance more difficult and expensive and affect the manner in which we conduct business.

Recently enacted financial reforms and related regulations may negatively affect our business activities, financial position and profitability.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) institutes a wide range of reforms that will impact financial services firms and requires significant rule-making. In addition, the legislation mandates multiple studies, which could result in additional legislative or regulatory action. For example, in January 2011 the SEC released its mandated study on the effectiveness of current legal and regulatory standards for broker-dealers and investment advisers, which may result in the imposition of fiduciary duties on broker-dealers. The legislation and regulation of financial institutions, both domestically and internationally, include calls to increase capital and liquidity requirements; limit the size and types of the activities permitted; and increase taxes on some institutions. FINRA’s oversight over broker-dealers and investment advisors may be expanded, and new regulations on having investment banking and securities analyst functions in the same firm may be created. Many of the provisions of the Dodd-Frank Act are subject to further rule making procedures and studies and will take effect over several years. As a result, we cannot assess the impact of these new legislative and regulatory changes on our business at the present time. However, these legislative and regulatory changes could affect our revenue, limit our ability to pursue business opportunities, impact the value of assets that we hold, require us to change certain of our business practices, impose additional costs on us, or otherwise adversely affect our businesses. If we do not comply with current or future legislation and regulations that apply to our operations, we may be subject to fines, penalties or material restrictions on our businesses in the jurisdiction where the violation occurred. Accordingly, such new legislation or regulation could have an adverse effect on our business, results of operations, cash flows or financial condition.

Governmental fiscal and monetary policy could adversely affect our small business lending activities, financial position and profitability.

Our small business lending sector is affected by the fiscal and monetary policies of the federal government and its agencies. The Federal Reserve Board regulates the supply of money and credit in the U.S. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations, (b) changing the discount rates of borrowings of depository institutions, and (c) changing reserve requirements against depository institutions' deposits. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. Its policies determine in large part our cost of funds for lending, investing and capital raising activities and the return we earn on those loans and investments, both of which affect our net interest margin.

Our exposure to legal liability is significant, and damages and other costs that we may be required to pay in connection with litigation and regulatory inquiries, and the reputational harm that could result from legal action against us, could adversely affect our businesses.

Many aspects of our business subject us to substantial risks of potential liability to customers and to regulatory enforcement proceedings by state and federal regulators. We face significant legal risks in our businesses and, in recent years, the volume of claims and amount of damages sought in litigation and regulatory proceedings against financial institutions have been increasing. Dissatisfied clients regularly make claims against securities firms and their brokers and investment advisers for, among others, negligence, fraud, unauthorized trading, suitability, churning, failure to supervise, breach of fiduciary duty, employee errors, intentional misconduct, unauthorized transactions, improper recruiting activity, and failures in the processing of securities transactions. These types of claims expose us to the risk of significant loss. Acts of fraud are difficult to detect and deter, and we cannot assure investors that our risk management procedures and controls will prevent losses from fraudulent activity. Additional risks include potential liability under securities or other laws for materially false or misleading statements made in connection with securities offerings and other transactions, employment claims, potential liability for "fairness opinions" and other advice we provide to participants in strategic transactions and disputes over the terms and conditions of complex trading arrangements. Generally, pursuant to applicable agreements, investors in our funds do not have legal recourse against us or HCS for underperformance or errors of judgment in connection with the funds, nor will any act or omission be a breach of duty to the fund or limited partner unless it constituted gross negligence or willful violation of law. At any point in time, the aggregate amount of existing claims against us could be material. While we do not expect the outcome of any existing claims against us to have a material adverse impact on our business, financial condition, or results of operations, we cannot assure you that these types of proceedings will not materially and adversely affect us. We do not carry insurance that would cover payments regarding these liabilities, with the exception of fidelity coverage with respect to certain fraudulent acts of our employees. In addition, our by-laws provide for the indemnification of our officers, directors, and employees to the maximum extent permitted under Delaware law. In the future, we may be the subject of indemnification assertions under these documents by our officers, directors or employees who have or may become defendants in litigation. These claims for indemnification may subject us to substantial risks of potential liability.

As an investment banking and asset management firm, we depend to a large extent on our reputation for integrity and high-caliber professional services to attract and retain clients. As a result, if a client is not satisfied with our services, it may be more damaging to our business than to other businesses. Moreover, our role as advisor to our clients on important underwriting or mergers and acquisitions transactions involves complex analysis and the exercise of professional judgment, including rendering “fairness opinions” in connection with mergers and acquisitions and other transactions. Therefore, our activities may subject us to the risk of significant legal liabilities to our clients and aggrieved third parties, including stockholders of our clients who could bring securities class actions against us. Our investment banking engagements typically include broad indemnities from our clients and provisions to limit our exposure to legal claims relating to our services, however, there can be no assurance that these provisions will protect us or be enforceable in all cases. As a result, we may incur significant legal and other expenses in defending against litigation and may be required to pay substantial damages for settlements and adverse judgments. We have in the past been, currently are and may in the future be subject to such securities litigation. Substantial legal liability or significant regulatory action against us could harm our results of operations or cause reputational harm to us, which could adversely affect our business and prospects. In addition to the foregoing financial costs and risks associated with potential liability, the defense of litigation has increased costs associated with attorneys’ fees. The amount of outside attorneys’ fees incurred in connection with the defense of litigation could be substantial and might materially and adversely affect our results of operations as such fees occur. Securities class action litigation in particular is highly complex and can extend for a protracted period of time, thereby substantially increasing the costs incurred to resolve this litigation.

Our failure to deal appropriately with conflicts of interest could damage our reputation and adversely affect our business.

As we have expanded the number and scope of our businesses, we increasingly confront potential conflicts of interest relating to our and our funds’ and clients’ investment and other activities. Certain of our funds have overlapping investment objectives, including funds which have different fee structures, and potential conflicts may arise with respect to our decisions regarding how to allocate investment opportunities among ourselves and those funds. For example, a decision to acquire material non-public information about a company while pursuing an investment opportunity for a particular fund gives rise to a potential conflict of interest when it results in our having to restrict the ability of the Company or other funds to take any action.

In addition, there may be conflicts of interest regarding investment decisions for funds in which our officers, directors and employees, who have made and may continue to make significant personal investments in a variety of funds, are personally invested. Similarly, conflicts of interest may exist or develop regarding decisions about the allocation of specific investment opportunities between the Company and the funds.

We also have potential conflicts of interest with our investment banking and institutional clients including situations where our services to a particular client or our own proprietary or fund investments or interests conflict or are perceived to conflict with a client. It is possible that potential or perceived conflicts could give rise to investor or client dissatisfaction or litigation or regulatory enforcement actions. Appropriately dealing with conflicts of interest is

complex and difficult and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential or actual conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest would have a material adverse effect on our reputation, which would materially adversely affect our business in a number of ways, including as a result of redemptions by our investors from our hedge funds, an inability to raise additional funds and a reluctance of counterparties to do business with us.

Misconduct by our employees or by the employees of our business partners could harm us and is difficult to detect and prevent.

There have been a number of highly publicized cases involving fraud or other misconduct by employees in the financial services industry in recent years, and we run the risk that employee misconduct could occur at our firm. For example, misconduct could involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm. It is not always possible to deter misconduct and the precautions we take to detect and prevent this activity may not be effective in all cases. Our ability to detect and prevent misconduct by entities with whom we do business may be even more limited. We may suffer reputational harm for any misconduct by our employees or those entities with whom we do business.

If we were deemed an investment company under the Investment Company Act of 1940, applicable restrictions could make it impractical for us to continue our business as contemplated and could have an adverse effect on our business.

We are not an investment company under the Investment Company Act of 1940. However, if we were to cease operating and controlling the business and affairs of JMP Securities and HCS or if either of these subsidiaries were deemed to be an investment company, our interest in those entities could be deemed an investment security for purposes of the Investment Company Act of 1940. We intend to conduct our operations so that we will not be deemed an investment company. However, we do invest some of our capital in principal investments. In addition, recent “risk retention” regulations in the European Union and under the Dodd-Frank Act require us to invest in the subordinated notes of the CLOs that we manage. If we were to be deemed an investment company, restrictions imposed by the Investment Company Act of 1940, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and would harm our business and the price of our common stock.

Our historical financial information may not permit you to predict our costs of operations.

Some of the historical consolidated financial information in this Form 10-K do not reflect the added costs that we expect to incur as a public company or the resulting changes that have occurred in our capital structure and operations. Because we historically operated through partnerships and limited liability companies prior to our transition to a corporation in connection with our initial public offering, we paid little or no taxes on profits and experienced lower expenses related to regulatory and reporting requirements.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We occupy four principal offices, with our headquarters located in San Francisco and other offices in New York, Boston and Chicago. We occupy additional space in Minneapolis, and in the states of Pennsylvania and Georgia. All of our properties are leased. Our San Francisco headquarters is located at 600 Montgomery Street and comprises approximately 37,810 square feet of leased space, pursuant to lease agreements expiring in 2019 and 13,920 square feet of leased space, pursuant to lease agreements expiring in 2016. In New York, we lease approximately 20,570 square feet at 450 Park Avenue pursuant to a lease agreement expiring in 2018. Our Boston office is located at 265 Franklin Street and consists of approximately 2,490 square feet of leased space pursuant to a lease agreement expiring in 2016. In Chicago, we lease approximately 4,500 square feet at 190 South LaSalle Street pursuant to a lease agreement expiring 2015. In Minneapolis, we lease approximately 300 square feet at 100 South Fifth Street pursuant to a sublease agreement expiring 2016. In the state of Pennsylvania, we lease approximately 300 square feet in Paoli at 12 Paoli Pike pursuant to a lease agreement expiring 2014. In the state of Georgia, we lease approximately 500 square feet in Atlanta at 1124 Tower Place 100 pursuant to a sublease agreement expiring in 2014, and lease approximately 5,773 square feet in Alpharetta at 3440 Preston Ridge Road pursuant to a lease agreement expiring in 2015. We sublease 3,270 square feet in San Francisco to third parties.

Item 3. Legal Proceedings

We are involved in a number of judicial, regulatory and arbitration matters arising in connection with the ordinary course of our business. The outcome of matters we have been, and currently are, involved in cannot be determined at this time, and the results cannot be predicted with certainty. There can be no assurance that these matters will not have a material adverse effect on our results of operations in any future period and a significant judgment could have a material adverse impact on our financial condition, results of operations and cash flows. We may in the future become involved in additional litigation in the ordinary course of our business, including litigation that could be material to

our business. Our management, after consultation with legal counsel, believes that the currently known actions or threats against us will not result in any material adverse effect on our financial condition, results of operations or cash flows.

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock trades on the NYSE under the symbol "JMP." The following table sets forth, for the years ended December 31, 2013 and 2012, the high and low sales prices per share of our common stock, as quoted on the NYSE.

	Sales Price	
	High	Low
<i>Year Ended December 31, 2013</i>		
First quarter	\$6.99	\$5.58
Second quarter	6.94	5.96
Third quarter	7.07	6.15
Fourth quarter	7.56	6.14

	Sales Price	
	High	Low
<i>Year Ended December 31, 2012</i>		
First quarter	\$7.88	\$6.80
Second quarter	7.71	5.55
Third quarter	6.90	5.00
Fourth quarter	6.59	4.85

As of December 31, 2013, there were approximately 100 holders of record of our common stock.

Dividend Policy

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We currently intend to pay quarterly cash dividends on all outstanding shares of our common stock. Our board of directors declared the following dividends in the years ended December 31, 2013 and 2012:

Year Ended December 31, 2013

Declaration Date	Dividend Per Share	Record Date	Total Amount	Payment Date
March 5, 2013	\$ 0.035	March 22, 2013	\$791,661	April 5, 2013
May 2, 2013	\$ 0.035	May 17, 2013	\$775,079	May 31, 2013
July 30, 2013	\$ 0.035	August 16, 2013	\$770,320	August 30, 2013
October 29, 2013	\$ 0.040	November 15, 2013	\$871,211	November 29, 2013

Year Ended December 31, 2012

Declaration Date	Dividend Per Share	Record Date	Total Amount	Payment Date
March 6, 2012	\$ 0.030	March 16, 2012	\$684,351	March 30, 2012
May 1, 2012	\$ 0.035	May 18, 2012	\$797,283	June 1, 2012
July 31, 2012	\$ 0.035	August 17, 2012	\$796,599	August 31, 2012
October 30, 2012	\$ 0.035	November 16, 2012	\$792,677	November 30, 2012

Our ability to pay dividends in the future will be subject to, among other things, general business conditions within our industry, our financial condition, our operating results and legal and contractual restrictions on the payment of dividends by our subsidiaries to us or by us to our stockholders, including restrictions imposed by covenants in our debt instruments.

Issuer Purchases of Equity Securities

The following table summarizes the stock repurchases for the fourth quarter of the year ended December 31, 2013:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1, 2013 to October 31, 2013	115,064	\$ 6.41	115,064	1,217,287
November 1, 2013 to November 30, 2013	65,884	\$ 6.42	65,884	1,151,403
December 1, 2013 to December 31, 2013	38,495	\$ 7.28	38,495	1,112,908
Total	219,443		219,443	

- (1) On March 5, 2013, our board of directors authorized the repurchase of 1.3 million shares, and extended the authorization of all shares through December 31, 2014.

Information relating to compensation plans under which our equity securities are authorized for issuance is set forth in Part III, Item 12 of this Form 10-K.

Stock Performance Graph

The following graph compares the cumulative total stockholder return on our common stock with the cumulative total return on the Russell 2000 Index and a peer group index for the period from December 31, 2008 to December 31, 2013. The graph and table below assume that \$100 was invested on the starting date and that dividends, if any, were reinvested on the date of payment without payment of any commissions. The performance shown in the graph and table represents past performance and should not be considered an indication of future performance.

	<u>12/31/08</u>	<u>3/31/09</u>	<u>6/30/09</u>	<u>9/30/09</u>	<u>12/31/09</u>	<u>3/31/10</u>	<u>6/30/10</u>
JMP Group Inc	100.00	86.87	139.07	174.87	176.14	154.20	112.54
Russell 2000 Index	100.00	85.03	102.62	122.39	127.09	138.30	124.57
Peer Group Index	100.00	89.23	135.33	172.77	159.65	150.29	128.92

	<u>9/30/10</u>	<u>12/31/10</u>	<u>3/31/11</u>	<u>6/30/11</u>	<u>9/30/11</u>	<u>12/31/11</u>	<u>3/31/12</u>
JMP Group Inc	111.16	139.34	157.65	129.15	107.21	132.54	137.36
Russell 2000 Index	138.63	161.17	173.97	171.17	133.75	154.44	173.65
Peer Group Index	133.80	162.19	165.48	130.72	76.52	85.81	108.28

	<u>6/30/12</u>	<u>9/30/12</u>	<u>12/31/12</u>	<u>3/31/2013</u>	<u>6/30/2013</u>	<u>9/30/2013</u>	<u>12/31/2013</u>
JMP Group Inc	115.77	103.58	115.45	132.22	127.80	119.84	144.15
Russell 2000 Index	167.62	176.43	179.75	202.02	208.25	229.50	249.53
Peer Group Index	83.65	88.49	104.07	117.57	120.93	135.80	156.35

Our peer group index includes the following companies in the broker-dealer industry: Cowen Group, Inc.; FBR Capital Markets Corporation; Gleacher & Co, Inc.; Jefferies Group Inc.; KBW, Inc.; Oppenheimer Holdings, Inc.; Piper Jaffray Companies, Inc.; Direct Markets Holdings Corp. (formerly Rodman & Renshaw Capital Group, Inc.); and Stifel Financial Corp. KBW, Inc. and Stifel Financial Corp. merged in February 2013. The total return calculations reflected in the foregoing graph and table were performed by Zacks Investment Research, Inc.

The information provided above under the heading “Stock Performance Graph” shall not be considered “filed” for purposes of Section 18 of the Exchange Act or incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act.

Item 6. Selected Financial Data**SELECTED CONSOLIDATED FINANCIAL DATA**

The following selected consolidated financial and other data of JMP Group Inc. should be read together with Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the consolidated financial statements and accompanying notes appearing in Item 8 “Financial Statements and Supplementary Data” of this Form 10-K to fully understand factors that may affect the comparability of the information presented below.

The selected consolidated statements of financial condition data as of December 31, 2013 and 2012 and the selected consolidated statements of operations data for each of the three years in the period ended December 31, 2013 have been derived from our audited consolidated financial statements and accompanying notes appearing in Item 8 “Financial Statements and Supplementary Data” of this Form 10-K and should be read together with those consolidated financial statements and accompanying notes.

The selected consolidated statements of financial condition data as of December 31, 2011, 2010 and 2009 and the selected consolidated statement of operations data for the years 2010 and 2009 have been derived from audited consolidated financial statements not included in this Form 10-K. The historical results are not necessarily indicative of the results to be expected in any future period.

<i>(In thousands, except per share data and selected data and operating metrics)</i>	Year Ended December 31,				
	2013	2012	2011	2010	2009
Statement of Operation Data					
Revenues					
Investment banking	\$74,173	\$50,982	\$46,114	\$45,577	\$39,924
Brokerage	24,625	21,903	25,461	28,259	34,004
Asset management fees	25,952	15,775	19,785	12,231	20,148
Principal transactions	20,727	10,537	1,615	3,421	18,517
Gain on sale, payoff and mark-to-market of loans	1,806	7,255	16,997	39,363	22,268
Gain on repurchase of asset-backed securities issued	-	-	-	-	4,705

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Gain on bargain purchase	-	-	-	-	1,179
Net dividend income	535	(29)	1,365	2,248	2,521
Other income	798	3,800	4,336	3,466	2,593
Non-interest revenues	148,616	110,223	115,673	134,565	145,859
Interest income	33,346	32,898	33,356	45,162	35,370
Interest expense	(30,110)	(39,993)	(35,747)	(33,687)	(25,924)
Net interest (expense) income	3,236	(7,095)	(2,391)	11,475	9,446
Provision for loan losses	(2,637)	(2,206)	(1,728)	(1,327)	(5,821)
Total net revenues after provision for loan losses	149,215	100,922	111,554	144,713	149,484
Non-interest Expenses					
Compensation and benefits	102,432	66,415	89,017	95,708	105,179
Administration	8,660	6,186	6,649	5,752	5,050
Brokerage, clearing and exchange fees	3,543	3,806	4,735	5,110	5,284
Travel and business development	4,416	3,387	3,681	3,447	2,396
Communications and technology	3,534	3,503	3,988	3,969	3,892
Professional fees	3,953	3,630	2,955	3,080	3,589
Impairment loss on purchased management contract	-	-	700	2,750	-
Other	5,126	4,461	4,074	3,912	3,749
Total non-interest expenses	131,664	91,388	115,799	123,728	129,139
Income (loss) before income tax expense	17,551	9,534	(4,245)	20,985	20,345
Income tax expense (benefit)	3,950	1,581	(1,632)	8,577	7,663
Net income (loss)	13,601	7,953	(2,613)	12,408	12,682
Less: Net income (loss) attributable to noncontrolling interests (1)	9,973	5,196	(157)	2,805	1,872
Net income (loss) attributable to JMP Group Inc.	\$3,628	\$2,757	\$(2,456)	\$9,603	\$10,810
Net (loss) income per common share:					
Basic	\$0.16	\$0.12	\$(0.11)	\$0.44	\$0.52
Diluted	\$0.16	\$0.12	\$(0.11)	\$0.43	\$0.49
Dividends declared and paid per common share:	\$0.145	\$0.135	\$0.105	\$0.055	\$0.040
Weighted average common shares outstanding:					
Basic	22,158	22,582	22,118	21,646	20,791
Diluted	23,317	22,906	22,118	22,396	22,137

(Dollars in thousands)

	As of and Year Ended December 31,				
	2013	2012	2011	2010	2009
Statement of Financial Condition Data					
Total assets	\$1,121,931	\$709,862	\$660,663	\$638,788	\$574,721
Asset-backed securities issued	716,423	415,456	381,556	351,322	326,632
Note payable/ Bond issued/ Line of credit	63,895	38,713	19,222	26,209	9,045
Total liabilities	884,691	522,558	504,024	496,736	449,070
Total equity	237,240	187,143	156,589	142,052	125,651
Selected Data and Operating Metrics					
(Unaudited)					
Number of employees - end of period	235	224	217	215	224
Number of employees - average	226	217	214	218	211
Net revenues after provision for loan losses per employee	\$660	\$465	\$472	\$664	\$708
Compensation and benefits as a percentage of net revenues after provision for loan losses (2)	68.6	% 65.8	% 79.2	% 64.4	% 68.2
Companies covered by research analysts	384	340	342	317	286
Number of completed investment banking transactions	171	123	86	74	56

Non-controlling interest relate to the interest of third parties in Harvest Growth Capital LLC (from April 1, 2010), Harvest Growth Capital LLC II (from October 1, 2012), Harvest Capital Credit LLC (from August 18, 2011 (1) through May 2, 2013), Harvest Capital Advisors LLC (from May 1, 2013), Harvest Mortgage Opportunities Partners (from May 1, 2009 through December 31, 2010), CLO I (from April 7, 2009), CLO II (from April 30, 2013), and in Opportunity Acquisition Corp (through December 31, 2009).

The computation of compensation and benefits as a percentage of net revenues after provision for loan losses includes salaries, performance-based cash payments and equity awards to our managing directors and other (2) employees, but excludes compensation expense of zero, zero, \$0.8 million, \$2.6 million, and \$3.2 million for the years ended December 31, 2013, 2012, 2011, 2010 and 2009, respectively, related to equity awards granted or vested in connection with our initial public offering.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read together with our consolidated financial statements and the accompanying notes appearing in Item 8 "Financial Statements and Supplementary Data" of this Form 10-K. In addition to historical information, the following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results and the timing of events may differ significantly from those projected in such forward-looking statements due to a number of factors, including those discussed in Item 1A—"Risk Factors" and elsewhere in this Form 10-K. These forward-looking statements should not be relied upon as representing our views as of any subsequent date and we undertake no obligation to update or revise forward-looking statements to reflect events or circumstances after the date they were made.

Overview

JMP Group Inc., together with its subsidiaries (collectively, the "Company", "we", or "us") is a full-service investment banking and asset management firm headquartered in San Francisco, California. We have a diversified business model with a focus on small and middle-market companies and provide:

- investment banking, including corporate finance, mergers and acquisitions and other strategic advisory services, to corporate clients;
- sales and trading, and related brokerage services to institutional investors;
- proprietary equity research in our four target industries;
- asset management products and services to institutional investors, high net-worth individuals and for our own account; and
- management of collateralized loan obligations and a specialty finance company.

Our business, by its nature, does not produce predictable earnings. Our results in any given period can be materially affected by conditions in global financial markets and economic conditions generally. For a further discussion of the factors that may affect our future operating results, see "Risk Factors" in Part I, Item 1A of this Annual Report on Form 10-K.

Components of Revenues

We derive revenues primarily from fees earned from our investment banking business, net commissions on our trading activities in our sales and trading business, asset management fees and incentive fees in our asset management business and interest income on collateralized loan obligations and small business loans we manage. We also generate revenues from principal transactions, interest, dividends, and other income.

Investment Banking

We earn investment banking revenues from underwriting securities offerings, arranging private capital market placements and providing advisory services in mergers and acquisitions and other strategic advisory assignments.

Underwriting Revenues

We earn underwriting revenues from securities offerings in which we act as an underwriter, such as initial public offerings and follow-on equity offerings. Underwriting revenues include management fees, underwriting fees, selling concessions and realized and unrealized net gains and losses on equity positions held in inventory for a period of time to facilitate the completion of certain underwritten transactions. We record underwriting revenues, net of related syndicate expenses, at the time the underwriting is completed. In syndicated underwritten transactions, management estimates our share of transaction-related expenses incurred by the syndicate, and we recognize revenues net of such expense. On final settlement by the lead manager, typically 90 days from the trade date of the transaction, we adjust these amounts to reflect the actual transaction-related expenses and our resulting underwriting fee. We receive a higher proportion of total fees in underwritten transactions in which we act as a lead manager.

Strategic Advisory Revenues

Our strategic advisory revenues primarily include success fees on closed merger and acquisition transactions, as well as retainer fees earned in connection with advising both buyers' and sellers' transactions. We also earn fees for related advisory work and other services such as providing fairness opinions and valuation analyses. We record strategic advisory revenues when the transactions or the services (or, if applicable, separate components thereof) to be performed are substantially completed, the fees are determinable and collection is reasonably assured.

Private Capital Market and Other Revenues

We earn agency placement fees in non-underwritten transactions such as private placements of equity securities, private investments in public equity (“PIPE”) transactions, Rule 144A private offerings and trust preferred securities offerings. We record private placement revenues on the closing date of these transactions.

Since our investment banking revenues are generally recognized at the time of completion of each transaction or the services to be performed, these revenues typically vary between periods and may be considerably affected by the timing of the closing of significant transactions.

Brokerage Revenues

Our brokerage revenues include commissions paid by customers from brokerage transactions in exchange-listed and over-the-counter (“OTC”) equity securities. Commissions are recognized on a trade date basis. Brokerage revenues also include net trading gains and losses that result from market-making activities and from the commitment of capital to facilitate customer orders. Our brokerage revenues may vary between periods, in part depending on commission rates, trading volumes and our ability to continue to deliver research and other value-added services to our clients. The ability to execute trades electronically, through the Internet and through other alternative trading systems has increased pressure on trading commissions and spreads. We expect this trend toward alternative trading systems and pricing pressures in our brokerage business to continue. We are, to some extent, compensated through brokerage commissions for the value of research and other value added services we deliver to our clients. These “soft dollar” practices have been the subject of discussion among regulators, the investment banking community and our sales and trading clients. In particular, commission sharing arrangements have been adopted by some large institutional investors. In these arrangements, institutional investors concentrate their trading with fewer “execution” brokers and pay a fixed amount for execution with an additional amount set aside for payments to other firms for research or other brokerage services. Accordingly, we may experience reduced (or eliminated) trading volume with such investors but may be compensated for our research and sales efforts through allocations of the designated amounts. Depending on the extent to which we adopt this practice and depending on our ability to reach arrangements on terms acceptable to us, this trend would likely impair the revenues and profitability of our commission business by negatively affecting both volumes and trading commissions in our commission business.

Asset Management Fees

Asset management fees for hedge funds, hedge funds of funds, private equity funds, HCC LLC (through May 2, 2013), and HCC include base management fees and incentive fees earned from managing our family of investment partnerships and a publicly-traded specialty finance company. Earned base management fees are generally based on the fair value of assets under management or aggregate capital commitments and the fee schedule for each fund and account. We also earn incentive fees based upon the performance of investment funds and accounts. For most of the funds, such fees are based on a percentage of the excess of an investment return over a specified high-water mark or hurdle rate over a defined performance period. For private equity funds, incentive fees are based on a specified percentage of realized gains from the disposition of each portfolio investment in which each investor participates, and we earn after returning contributions by the investors for that portfolio investment and for all other portfolio investments in which each such investor participates that have been disposed of at the time of distribution. Generally, we do not earn management fees on assets calculated on an average assets under management (“AUM”) basis.

As of December 31, 2013, the contractual base management fees earned from each of these investment funds or company ranged between 1% and 2% of assets under management or were 2% of aggregate committed capital. The contractual incentive fees were generally (i) 20%, subject to high-water marks, for the hedge funds; (ii) 5% to 20%, subject to high-water marks or a performance hurdle rate, for the hedge funds of funds; (iii) 20%, subject to high-water marks, for Harvest Growth Capital LLC (“HGC”) and HGC II. Our asset management revenues are subject to fluctuations due to a variety of factors that are unpredictable, including the overall condition of the economy and the securities markets as a whole and our core sectors. These conditions can have a material effect on the inflows and outflows of assets under management, and the performance of our asset management funds. For example, a significant portion of the performance-based or incentive revenues that we recognize are based on the value of securities held in the funds we manage. The value of these securities includes unrealized gains or losses that may change from one period to another. As we consolidate HGC, HGC II and HCC LLC (through May 2, 2013), the management and incentive fees earned at HCS from HGC, HGC II, and HCC LLC (through May 2, 2013), are eliminated in consolidation.

Asset management fees for the CLOs we manage currently consist only of senior and subordinated base management fees. We recognize base management fees for the CLOs on a monthly basis over the period in which the collateral management services are performed. The base management fees for the CLOs are calculated as a percentage of the average aggregate collateral balances for a specified period. As we consolidate CLO I, CLO II, and CLO III, the management fees earned at JMP Credit Advisors LLC (“JMPCA”) from the CLOs are eliminated on consolidation in accordance with accounting principles GAAP. At December 31, 2013, the contractual senior and subordinated base management fees earned from the CLOs were 0.50% of the average aggregate collateral balance for a specified period.

Redemption provisions of our funds require at least 90 days' advance notice, except for one fund that requires twelve months advance notice. The following tables present certain information with respect to the investment funds managed by HCS, HCAP Advisors, and CLOs managed by JMPCA:

<i>(In thousands)</i>	Assets Under Management ⁽¹⁾ at		Company's Share of Assets Under Management at	
	December 31, 2013	2012	December 31, 2013	2012
Funds Managed by HCS or HCAP Advisors:				
Hedge Funds:				
Harvest Opportunity Partners II (2)	\$123,481	\$111,853	\$15,847	\$4,506
Harvest Small Cap Partners	322,883	288,391	1,003	4,621
Harvest Franchise Fund	114,145	84,192	2,909	2,000
Harvest Agriculture Select (2)	90,589	31,580	14,578	2,428
Harvest Technology Partners (2)	42,661	65,877	10,311	111
Harvest Diversified Partners	-	23,598	-	14,241
Private Equity Funds:				
Harvest Growth Capital LLC (3)	35,130	39,694	1,649	1,798
Harvest Growth Capital LLC II (3)	73,552	7,660	1,748	268
Funds of Funds:				
JMP Masters Fund	50,686	42,182	139	109
REITs:				
New York Mortgage Trust	34,966	32,539	N/A	N/A
Loans:				
Harvest Capital Credit LLC (3)	-	47,986	N/A	15,005
Harvest Capital Credit Corporation	72,361	-	N/A	-
HCS Totals	\$960,454	\$775,552	\$48,184	\$45,087
CLOs Managed by JMPCA:				
CLO I (3)	441,533	471,887	N/A	N/A
CLO II (3)	330,431	-	N/A	N/A
CLO III (3)	10,003	-	N/A	N/A
JMPCA Totals	\$781,967	\$471,887	N/A	N/A
JMP Group Inc. Totals	\$1,742,421	\$1,247,439	\$48,184	\$45,087

(1) For hedge funds, private equity funds and funds of funds, assets under management represent the net assets of such funds. For New York Mortgage Trust ("NYMT"), assets under management represent certain assets for which HCS earns incentive fees. For CLOs, assets under management represent the sum of the aggregate collateral balance and restricted cash to be reinvested in collateral, upon which management fees are earned.

Harvest Opportunity Partners II (“HOP II”), Harvest Agriculture Select (“HAS”), and Harvest Technology Partners (2) (“HTP”) include managed accounts in which the Company has neither equity investment nor control. These are included as they follow the respective funds’ strategy and earn fees.

HGC, HGC II, and CLO I, CLO II, and CLO III were consolidated in the Company’s Statements of Financial (3) Condition at December 31, 2013. HGC, HGC II, HCC LLC and CLO I were consolidated in the Company’s Statements of Financial Condition at December 31, 2012.

Funds Managed by HCS

	Hedge Funds	Private Equity Funds	Funds of Funds	Total
AUM at December 31, 2011	\$493,904	\$23,691	\$52,853	570,448
Contributions	194,893	25,846	332	221,071
Redemptions	(110,224)	-	(14,705)	(129,929)
Distributions from realization event	-	(4,729)	-	(4,729)
Appreciation	26,918	2,546	3,702	33,166
AUM at December 31, 2012	\$605,491	\$47,354	\$42,182	695,027
Contributions	140,050	52,331	25	192,406
Redemptions	(139,006)	-	(3,436)	(142,442)
Distributions from realization event	-	(1,692)	-	(1,692)
Appreciation	87,224	10,689	11,915	109,828
AUM at December 31, 2013	\$693,759	108,682	50,686	853,127

AUM related to hedge funds, private equity funds and funds of funds increased \$158.1 million, or 22.7%, from \$695.0 million at December 31, 2012 to \$853.1 million at December 31, 2013. This increase was primarily attributed to appreciation of \$109.8 million related to all funds managed by HCS and capital contributions of \$51.8 million related to HGC II, a private equity fund that commenced in the fourth quarter of 2012.

AUM related to hedge funds, private equity funds and funds of funds increased \$124.6 million, or 21.8%, from \$570.4 million at December 31, 2011 to \$695.0 million at December 31, 2012. This increase was primarily attributed to capital contributions of \$132.2 million related to the launch of Harvest Franchise Fund ("HFF") and new managed funds within hedge funds.

(In thousands)

Year Ended December 31, 2013
Company's
Share
of Management Incentive TWR
Change Fee Fee (1)
in Fair
Value

Hedge Funds:				
Harvest Opportunity Partners II (2)	\$865	\$ 1,237	\$ 357	5.7 %
Harvest Small Cap Partners	413	5,645	9,097	13.8 %
Harvest Franchise Funds	716	1,107	3,161	25.1 %
Harvest Agriculture Select (2)	1,022	771	326	9.5 %
Harvest Technology Partners (2)	96	567	7	-0.2 %

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Harvest Diversified Partners	852	169	83	4.8 %
Private Equity Funds:				
Harvest Growth Capital LLC (3)	(23)	420	30	N/A
Harvest Growth Capital LLC II (3)	556	1,119	-	N/A
Funds of Funds:				
JMP Masters Fund	29	432	1,006	25.9 %
REITs:				
New York Mortgage Trust	-	-	1,103	N/A
Loans:				
Harvest Capital Credit LLC (3)	N/A	108	386	N/A
Harvest Capital Credit Corporation	N/A	699	-	N/A
CLOs Managed by JMPCA:				
CLO I (3)	N/A	2,339	N/A	N/A
CLO II (3)	N/A	863	N/A	N/A
CLO III (3)	N/A	3	N/A	N/A
Totals	\$4,526	\$ 15,479	\$ 15,556	N/A

Time-weighted rate of return (“TWR”) for the hedge funds and funds of funds. TWR is a measure of the compound (1) rate of growth in a portfolio and eliminates the effect of varying cash inflows by assuming a single investment at the beginning of a period and measuring the growth or loss of market value to the end of that period.

(2) HOP II, HAS, and HTP include managed accounts in which the Company has neither equity investment nor control. These are included as they follow the respective funds’ strategy and earn fees.

(3) Revenues earned from HGC, HGC II, HCC LLC, and the CLOs are consolidated and then eliminated in consolidation in the Company’s Statements of Operations, net of non-controlling interest.

(In thousands)

	Year Ended December 31, 2012			
	Company's			
	Share			
	of	Management	Incentive	TWR
	Change	Fee	Fee	(1)
	in Fair			
	Value			
Hedge Funds:				
Harvest Opportunity Partners II (2)	\$584	\$ 756	\$ 540	13.2 %
Harvest Small Cap Partners	430	5,473	3,857	6.1 %
Harvest Franchise Funds	(110)	814	4	-6.7 %
Harvest Agriculture Select (2)	438	255	273	19.0 %
Harvest Technology Partners (2)	(13)	953	618	-3.6 %
Harvest Diversified Partners	1,320	170	149	9.0 %
Private Equity Funds:				
Harvest Growth Capital LLC (3)	205	599	266	N/A
Harvest Growth Capital LLC II (3)	(2)	184	-	N/A
Funds of Funds:				
JMP Masters Fund	7	487	-	8.3 %
REITs:				
New York Mortgage Trust	-	500	900	N/A
Loans:				
Harvest Capital Credit LLC (3)	N/A	228	525	N/A
CLOs Managed by JMPCA:				
CLO I (3)	N/A	2,376	N/A	N/A
Totals	\$2,859	\$ 12,795	\$ 7,132	N/A

TWR for the hedge funds and funds of funds. TWR is a measure of the compound rate of growth in a portfolio and (1) eliminates the effect of varying cash inflows by assuming a single investment at the beginning of a period and measuring the growth or loss of market value to the end of that period.

(2) HOP II, HAS, and HTP include managed accounts in which the Company has neither equity investment nor control. These are included as they follow the respective funds' strategy and earn fees.

(3) Revenues earned from HGC, HGC II, HCC LLC, and CLO I are consolidated and then eliminated in consolidation in the Company's Statements of Operations, net of non-controlling interest.

(In thousands)

	Year Ended December 31, 2011			
	Company's			
	Share			
	of	Management	Incentive	TWR
	Change	Fee	Fee	(1)
	in			
	Fair			

	Value			
Hedge Funds:				
Harvest Opportunity Partners II (2)	\$59	\$ 661	\$ 96	0.4 %
Harvest Small Cap Partners	735	5,398	7,569	13.3 %
Harvest Agriculture Select (2)	(86)	86	31	-4.7 %
Harvest Technology Partners (2)	11	600	504	4.2 %
Harvest Diversified Partners	231	286	119	0.5 %
Private Equity Funds:				
Harvest Growth Capital LLC (3)	(102)	759	77	N/A
Funds of Funds:				
JMP Masters Fund	-	601	-	-3.1 %
REITs:				
New York Mortgage Trust	147	1,058	1,681	N/A
Loans:				
Harvest Capital Credit LLC (3)	N/A	13	-	N/A
CLOs Managed by JMPCA:				
CLO I (3)	N/A	2,374	N/A	N/A
Other (4)	N/A	1,180	-	N/A
Totals	\$995	\$ 13,016	\$ 10,077	N/A

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- TWR for the hedge funds and funds of funds. TWR is a measure of the compound rate of growth in a portfolio and (1) eliminates the effect of varying cash inflows by assuming a single investment at the beginning of a period and measuring the growth or loss of market value to the end of that period.
- (2) HOP II, HAS, and HTP include managed accounts in which the Company has neither equity investment nor control. These are included as they follow the respective funds' strategy and earn fees.
- (3) Revenues earned from HGC, HCC LLC, and the CLOs are consolidated and then eliminated in consolidation in the Company's Statements of Operations, net of non-controlling interest.
- (4) The CLO within "Other" initiated liquidation proceedings in December 2011. The remaining assets were distributed in 2012.

Principal Transactions

Principal transaction revenues includes realized and unrealized net gains and losses resulting from our principal investments, which include investments in equity and other securities for our own account and as the general partner of funds managed by us, warrants we may receive from certain investment banking assignments, as well as limited partner investments in private funds managed by third parties. In addition, we invest a portion of our capital in a portfolio of equity securities managed by HCS and in side-by-side investments in the funds managed by us. In certain cases, we also co-invest alongside our institutional clients in private transactions resulting from our investment banking business. Principal transaction revenues also include unrealized gains and losses on the private equity securities owned by HGC and HGC II, two private equity funds managed by HCS which are consolidated in our financial statements, as well as unrealized gains and losses on the investments in private companies sponsored by HCS and JMP Capital, and unrealized gains and losses on the warrants, options and equity securities owned by HCC LLC (through May 2, 2013).

Gain on Sale, Payoff and Mark-to-market of Loans

Gain on sale, payoff and mark-to-market of loans consists of gains from the sale and payoff of loans collateralizing asset-backed securities at JMP Credit and small business loans at HCC LLC (through May 2, 2013). Gains are recorded when the proceeds exceed the carrying value of the loan. Gain on sale, payoff and mark-to-market of loans also consists of lower of cost or market adjustments arising from loans held for sale and fair value market adjustments of the small business loans. Losses are recorded for the loan held for sale when the carrying value exceeds fair value. Changes to the fair value of the small business loans were recorded to this line item, when HCC LLC was consolidated.

Net Dividend Income

Net dividend income comprises dividends from our investments offset by dividend expense for paying short positions in our principal investment portfolio.

Other Income

Other income includes loan restructuring fees at JMP Credit, revenues from equity method investments, and revenues from fee-sharing arrangements with, and fees earned to raise capital for third-party investment partnerships, or funds. In 2012, other income also includes non-recurring revenues associated with the conclusion of HCS's advisory

relationship with NYMT.

Interest Income

Interest income primarily consists of interest income earned on loans collateralizing asset-backed securities issued, small business loans, and loans held for investment. Interest income on loans comprises the stated coupon as a percentage of the face amount receivable as well as accretion of accretable or purchase discounts and deferred fees. Interest income is recorded on the accrual basis in accordance with the terms of the respective loans unless such loans are placed on non-accrual status.

Interest Expense

Interest expense primarily consists of interest expense incurred on asset-backed securities issued and note payable, and the amortization of bond issuance costs. Interest expense on asset-backed securities is the stated coupon payable as a percentage of the principal amount as well as amortization of the liquidity discount which was recorded at the acquisition date of Cratos. Interest expense is recorded on the accrual basis in accordance with the terms of the respective asset-backed securities issued and note payable.

Provision for Loan Losses

Provision for loan losses includes provision for losses recognized on our loan notes and non-revolving credit agreements at JMP Capital (collectively loans held for investment), and on loans collateralizing asset-backed securities ("ABS") at JMP Credit to record them at their estimated net realizable value. We maintain an allowance for loan losses that is intended to estimate loan losses inherent in JMP Capital's loan portfolio. A provision for loan losses is charged to expense to establish the allowance for loan losses. The allowance for loan losses is maintained at a level, in the opinion of management, sufficient to offset estimated losses inherent in the loan portfolio as of the date of the financial statements. The appropriateness of the allowance and the allowance components are reviewed quarterly. Our estimate of each allowance component is based on observable information and on market and third-party data that we believe are reflective of the underlying loan losses being estimated.

A specific reserve is provided for loans that are considered impaired. A loan is considered impaired when it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. We measure impairment of a loan based upon either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price or the fair value of the collateral securing the loan if the loan is collateral dependent, depending on the circumstances and our collection strategy. For those loans held by Cratos at the date of acquisition by JMP Credit, and deemed impaired at that date or a subsequent date, allowance for loan losses is calculated considering two additional factors. For loans deemed impaired at the date of acquisition, if

there is a further decline in expected future cash flows, this reduction is recognized as a specific reserve in accordance with the guidance above. For those loans deemed impaired subsequent to the acquisition date, if the net realizable value is lower than the current carrying value then the carrying value is reduced and the difference is booked as provision for loan losses. If the total discount from unpaid principal balance to carrying value is larger than the expected loss at the date of assessment, no provision for loan losses is recognized.

In addition, we provide an allowance on a loan-by-loan basis at JMP Credit for loans that were purchased after the Cratos acquisition. We employ internally developed and third-party estimation tools for measuring credit risk (loan ratings, probability of default, and exposure at default), which are used in developing an appropriate allowance for loan losses. We perform periodic detailed reviews of its loan portfolio to identify risks and to assess the overall collectability of loans.

Loans which are deemed to be uncollectible are charged off and the charged-off amount is deducted from the allowance.

Components of Expenses

We classify our expenses as compensation and benefits, administration, brokerage, clearing and exchange fees, travel and business development, communications and technology, professional fees, impairment loss on purchased management contract and other expenses. A significant portion of our expense base is variable, including compensation and benefits, brokerage and clearing and exchange fees, travel and business development and communication and technology expenses.

Compensation and Benefits

Compensation and benefits is the largest component of our expenses and includes employees' base pay, performance bonuses, sales commissions, related payroll taxes, medical and benefits expenses, as well as expenses for contractors, temporary employees and equity-based compensation. Our employees receive a substantial portion of their compensation in the form of individual performance-based bonuses. As is the widespread practice in our industry, we pay bonuses on an annual basis, which for senior professionals typically make up a large portion of their total compensation. To certain senior professionals, a portion of the performance-based bonuses is paid in the form of deferred compensation. Bonus payments may have a greater impact on our cash position and liquidity in the periods in which they are paid than would otherwise be reflected in our Consolidated Statements of Operations. We accrue for the estimated amount of these bonus payments ratably over the applicable service period.

Compensation is accrued using specific ratios of total compensation and benefits to total revenues based on revenue categories, as adjusted if, in management's opinion, such adjustments are necessary and appropriate to maintain competitive compensation levels.

Administration

Administration expense primarily includes the cost of hosted conferences, non-capitalized systems and software expenditures, insurance, business tax (non-income), office supplies, recruiting, regulatory fees, and underwriting expenses paid by HCAP Advisors in connection with an agreement with HCC.

Brokerage, Clearing and Exchange Fees

Brokerage, clearing and exchange fees include the cost of floor and electronic brokerage and execution, securities clearance, and exchange fees. We clear our securities transactions through J.P. Morgan Clearing Corp. Changes in brokerage, clearing and exchange fees fluctuate largely in line with the volume of sales and trading activity.

Travel and Business Development

Travel and business development expense is net of expenses reimbursed by clients.

Communications and Technology

Communications and technology expense primarily relates to communication and information processing as well as the subscription of certain market data.

Professional Fees

Professional fees primarily relate to legal and accounting professional services.

Other Expenses

Other operating expenses primarily include occupancy, depreciation and CLO administration expense at JMP Credit.

Non-controlling Interest

Non-controlling interest for the year ended December 31, 2013 includes the interest of third parties in HGC I, HGC II, CLO I, CLO II (effective April 3, 2013), HCC LLC (through May 2, 2013) and HCAP Advisors (effective May 1, 2013), partially-owned subsidiaries consolidated in our financial statements. Non-controlling interest for the year ended December 31, 2012 includes the interest of third parties in CLO I, HGC, HGC II (effective October 1, 2012) and HCC LLC, the partially-owned subsidiaries consolidated in our financial statements. Non-controlling interest for the year ended December 31, 2011 includes the interest of third parties in CLO I, HGC, and HCC LLC (effective August 18, 2011), the partially-owned subsidiaries consolidated in our financial statements.

HCS currently manages several asset management funds, which are structured as limited partnerships, and is the general partner of each. The Company assesses whether the partnerships meet the definition of a variable interest entities (“VIEs”) in accordance with ASC 810-10-15-14, and whether the Company qualifies as the primary beneficiary. Funds determined not to meet the definition of a VIE are considered voting interest entities for which the rights of the limited partners are evaluated to determine if consolidation is necessary. Such guidance provides that the presumption that the general partner controls the limited partnership may be overcome if the limited partners have substantive kick-out rights. Except for HGC and HGC II, the partnership agreements for these funds provide for the right of the limited partners to remove the general partners by a simple majority vote of the non-affiliated limited partners. Because of these substantive kick-out rights, the Company, as the general partner, does not control these funds, and therefore does not consolidate them except for HGC and HGC II. The Company accounts for its investments in these non-consolidated funds under the equity method of accounting.

The limited liability company agreements of HGC and HGC II do not provide for the right of the members to remove the manager by a simple majority vote of the non-affiliated members and therefore the manager (with a minority interest in the limited liability company) is deemed to control the funds. As a result, we consolidated HGC from its inception on April 1, 2010 and HGC II from its inception on October 1, 2012.

On August 6, 2010, the Company transferred 109 subordinated notes of CLO I to certain employees in exchange for their interests in JMP Credit. As a result of the aforementioned transfer, we own approximately 94% of the subordinated notes of CLO I.

On April 30, 2013, entities sponsored by JMP Group Inc. closed on a \$343.8 million CLO. The senior notes offered in this transaction (the “Secured Notes”) were issued by CLO II, a special purpose Cayman vehicle, and co-issued in part by JMP Credit Advisors CLO II LLC, a special purpose Delaware vehicle, and were backed by a diversified portfolio of broadly syndicated leveraged loans. The Company, through a wholly-owned subsidiary, manages CLO II and owns \$17.3 million, or 73%, of the subordinated notes of the Issuer (the “Subordinated Notes”).

HCC LLC launched on August 18, 2011 to make direct investments in the form of subordinated debt and, to a lesser extent, senior debt and minority equity investments, in privately-held U.S. small to mid-size companies. The Company and affiliates owned approximately 59% of HCC LLC at December 31, 2012. The Company consolidated HCC LLC into its consolidated financial statements. In 2013, the outstanding limited liability company units of HCC LLC were converted into a number of shares of HCC common stock. On May 2, 2013, HCC priced its initial public offering, which reduced the Company's ownership of HCC to 11.6%. At such date, the Company no longer consolidated HCC.

HCAP Advisors was formed on December 18, 2012. HCAP Advisors appointed JMP Group LLC as its Manager effective May 1, 2013, and began offering investment advisory services. The Company owns 51% equity interest in the entity.

Historical Results of Operations

The following table sets forth our historical results of operations for the years ended December 31, 2013, 2012 and 2011 and is not necessarily indicative of the results to be expected for any future period.

<i>(In thousands)</i>	Year Ended December 31,			Change from		Change from			
	2013	2012	2011	2012 to 2013		2011 to 2012			
				\$	%	\$	%		
Revenues									
Investment banking	\$74,173	\$50,982	\$46,114	\$23,191	45.5 %	\$4,868	10.6 %		
Brokerage	24,625	21,903	25,461	2,722	12.4 %	(3,558)	-14.0 %		
Asset management fees	25,952	15,775	19,785	10,177	64.5 %	(4,010)	-20.3 %		
Principal transactions	20,727	10,537	1,615	10,190	96.7 %	8,922	552.4 %		
Gain on sale, payoff and mark-to-market of loans	1,806	7,255	16,997	(5,449)	-75.1 %	(9,742)	-57.3 %		
Net dividend income	535	(29)	1,365	564	1944.8 %	(1,394)	-102.1 %		
Other income	798	3,800	4,336	(3,002)	-79.0 %	(536)	-12.4 %		
Non-interest revenues	148,616	110,223	115,673	38,393	34.8 %	(5,450)	-4.7 %		
Interest income	33,346	32,898	33,356	448	1.4 %	(458)	-1.4 %		
Interest expense	(30,110)	(39,993)	(35,747)	9,883	-24.7 %	(4,246)	11.9 %		
Net interest (expense) income	3,236	(7,095)	(2,391)	10,331	145.6 %	(4,704)	-196.7 %		
Provision for loan losses	(2,637)	(2,206)	(1,728)	(431)	19.5 %	(478)	27.7 %		
Total net revenues after provision for loan losses	149,215	100,922	111,554	48,293	47.9 %	(10,632)	-9.5 %		
Non-interest expenses									
Compensation and benefits	102,432	66,415	89,017	36,017	54.2 %	(22,602)	-25.4 %		
Administration	8,660	6,186	6,649	2,474	40.0 %	(463)	-7.0 %		
Brokerage, clearing and exchange fees	3,543	3,806	4,735	(263)	-6.9 %	(929)	-19.6 %		
Travel and business development	4,416	3,387	3,681	1,029	30.4 %	(294)	-8.0 %		
Communication and technology	3,534	3,503	3,988	31	0.9 %	(485)	-12.2 %		
Professional fees	3,953	3,630	2,955	323	8.9 %	675	22.8 %		
Impairment loss on purchased management contract	-	-	700	-	N/A	(700)	-100.0 %		
Other	5,126	4,461	4,074	665	14.9 %	387	9.5 %		
Total non-interest expenses	131,664	91,388	115,799	40,276	44.1 %	(24,411)	-21.1 %		
Income (loss) before income tax expense	17,551	9,534	(4,245)	8,017	84.1 %	13,779	324.6 %		

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Income tax expense (benefit)	3,950	1,581	(1,632)	2,369	149.8 %	3,213	196.9 %
Net income (loss)	13,601	7,953	(2,613)	5,648	71.0 %	10,566	404.4 %
Less: Net income (loss) attributable to non-controlling interest	9,973	5,196	(157)	4,777	91.9 %	5,353	3409.6%
Net income (loss) attributable to JMP Group Inc.	\$3,628	\$2,757	\$(2,456)	\$871	31.6 %	\$5,213	212.3 %

Overview

Year Ended December 31, 2013, Compared to Year Ended December 31, 2012

Total net revenues after provision for loan losses increased \$48.3 million, or 47.9%, from \$100.9 million for the year ended December 31, 2012 to \$149.2 million for the year ended December 31, 2013, resulting from an increase in total non-interest revenues of \$38.4 million, and an increase in net interest income of \$10.3 million, partially offset by an increase in provision for loan losses of \$0.4 million.

Total non-interest revenues increased \$38.4 million, or 34.8%, primarily due to increases in investment banking revenues of \$23.2 million, an increase of asset management fees of \$10.2 million, an increase of principal transactions of \$10.2 million, partially offset by a decrease in gain on sale, payoff and mark-to-market of loans of \$5.5 million.

Net interest income increased \$10.3 million, or 145.6%, from net interest income expense of \$7.1 million for the year ended December 31, 2012 to net interest income of \$3.2 million for the same period in 2013. This increase in net interest income is primarily attributed to an increase in net interest earned at JMP Credit, partially offset by \$3.6 million net interest expense related to the bond issued in January 2013.

Total non-interest expenses increased \$40.3 million, or 44.1%, from \$91.4 million for the year ended December 31, 2012 to \$131.7 million for the year ended December 31, 2013, primarily due to an increase in compensation and benefits of \$36.0 million.

Net income attributable to JMP Group Inc. increased \$0.9 million, or 31.6%, from \$2.8 million for the year ended December 31, 2012 to \$3.6 million for the year ended December 31, 2013 and includes income tax expense of \$1.6 million and \$4.0 million for the years ended December 31, 2012 and 2013, respectively.

Year Ended December 31, 2012, Compared to Year Ended December 31, 2011

Total net revenues after provision for loan losses decreased \$10.7 million, or 9.5%, from \$111.6 million for the year ended December 31, 2011 to \$100.9 million for the year ended December 31, 2012, resulting from a decrease in total

non-interest revenues of \$5.5 million, and a decrease in net interest income of \$4.7 million, and an increase in provision for loan losses of \$0.5 million.

Total non-interest revenues decreased \$5.5 million, or 4.7%, primarily due to a decrease in gain on sale, payoff and mark-to-market of loans of \$9.7 million, a decrease of asset management fees of \$4.0 million, and a decrease of brokerage revenues of \$3.6 million, partially offset by an increase in principal transaction revenues of \$8.9 million and an increase in investment banking revenues of \$4.9 million.

Net interest expense increased \$4.7 million, or 196.7%, from \$2.4 million for the year ended December 31, 2011 to \$7.1 million for the same period in 2012. The increase was primarily due to an increase in net amortization of liquidity discounts at JMP Credit of \$7.7 million, from a \$21.5 million loss for the year ended December 31, 2011 to a \$29.2 million loss for the year ended December 31, 2012.

Total non-interest expenses decreased \$24.4 million, or 21.1%, from \$115.8 million for the year ended December 31, 2011 to \$91.4 million for the year ended December 31, 2012, primarily due to a decrease in compensation and benefits of \$22.6 million.

Net income attributable to JMP Group Inc. increased \$5.2 million, or 212.3%, from a \$2.5 million loss for the year ended December 31, 2011 to \$2.8 million for the year ended December 31, 2012 and includes an income tax benefit of \$1.6 million and tax expense of \$1.6 million for the years ended December 31, 2011 and 2012, respectively.

Adjusted Operating Net Income (Non-GAAP Financial Measure)

Management uses Adjusted Operating Net Income as a key, non-GAAP metric when evaluating the performance of JMP Group's core business strategy and ongoing operations, as management believes that this metric appropriately illustrates the operating results of JMP Group's core operations and business activities. Adjusted Operating Net Income is derived from our segment reported results and is the measure of segment profitability on an after-tax basis used by management to evaluate our performance. This non-GAAP measure is presented to enhance investors' overall understanding of our current financial performance. Additionally, management believes that Adjusted Operating Net Income is a useful measure because it allows for a better evaluation of the performance of JMP Group's ongoing business and facilitates a meaningful comparison of the company's results in a given period to those in prior and future periods. Moreover, the company utilized Adjusted Operating Net Income as a threshold for the vesting of performance-related RSUs granted as a component of 2011 and 2012 employee bonus compensation.

However, Adjusted Operating Net Income should not be considered a substitute for results that are presented in a manner consistent with GAAP. A limitation of the non-GAAP financial measures presented is that, unless otherwise indicated, the adjustments concern gains, losses or expenses that JMP Group generally expects to continue to

recognize, and the adjustment of these items should not always be construed as an inference that these gains or expenses are unusual, infrequent or non-recurring. Therefore, management believes that both JMP Group's GAAP measures of its financial performance and the respective non-GAAP measures should be considered together. Adjusted Operating Net Income may not be comparable to a similarly titled measure presented by other companies.

Adjusted Operating Net Income is a non-GAAP financial measure that adjusts the Company's GAAP net income as follows:

- (i) reverses non-cash stock-based compensation expense recognized under GAAP related to historical equity awards granted in prior periods (both at the time of JMP Group's May 2007 initial public offering and thereafter), as management generally evaluates performance by considering the full expense of equity awards granted in the period in which such compensation was awarded, even if the expense of that award will be recognized in future periods under GAAP;
- (ii) recognizes 100% of the cost of deferred compensation, including non-cash stock-based compensation expense, in the period for which such compensation was awarded, instead of recognizing such cost over the vesting period as required under GAAP, in order to match compensation expense with the actual period upon which the compensation was based;
- (iii) excludes the non-cash net amortization of liquidity discounts on loans held and asset-backed securities issued by JMP Credit Corporation, due to scheduled contractual principal repayments, which is not representative of the Company's core operating results or core business activities;
- (iv) excludes non-cash amortization expense related to an intangible asset;
- (v) reverses net non-cash unrealized gains and losses on strategic equity investments and warrants;
- (vi) excludes non-cash unrealized mark-to-market gains or losses on the investment portfolio at HCC, due to its adoption of investment company accounting in preparation for its pending initial public offering as a business development company;
- (vii) accelerates recognition of a non-recurring expense of \$450,000 in 2012 which was incurred in connection with the initial public offering of HCC on May 2, 2013;
- (viii) excludes non-cash gains or losses recognized by JMP Credit Corporation due to the sale or payoff of loans originally included in the portfolio acquired by JMP Group in April 2009, as these gains and losses provide a relatively volatile revenue stream that management believes is not indicative of the Company's core businesses and ongoing operations;
- (ix) presents revenues and expenses on a basis that deconsolidates HGC, HGC II and HCC LLC. HGC and HGC II are investment funds that HCS manages; we own a relatively small percentage of these funds, even though they are consolidated under GAAP;
- (x) excludes general loan loss reserves on CLO II; and
- (xi) assumes a combined federal, state and local income tax rate of 38% for the year ended December 31, 2013, and 42% for all prior periods.

Discussed below is our adjusted operating net income by segment. This information is reflected in a manner utilized by management to assess the financial operations of the Company's various business lines.

Year Ended December 31, 2013

<i>(In thousands)</i>	Broker-Dealer	Asset Management	Corporate Credit	Operating Platforms	Investment Income	Corporate Costs	Eliminations	Total Segments
Revenues								
Investment banking	\$74,508	\$ -	\$ -	\$74,508	\$ -	\$ -	\$ (335)	\$74,173
Brokerage	24,625	-	-	24,625	-	-	-	24,625
Asset management related fees	-	29,598	4,735	34,333	-	-	(5,429)	28,904
Principal transactions	-	-	-	-	8,180	-	-	8,180
Gain on sale, payoff and mark-to-market of loans	-	-	-	-	1,735	-	-	1,735
Net dividend income	-	-	-	-	1,213	-	-	1,213
Net interest income	-	-	-	-	16,470	-	-	16,470
Provision for loan losses	-	-	-	-	(51)	-	-	(51)
Adjusted net revenues	99,133	29,598	4,735	133,466	27,547	-	(5,764)	155,249
Non-interest expenses								
Non-interest expenses	84,785	29,628	3,691	118,104	5,224	16,039	(5,744)	133,623
Less: Non-controlling interest	-	(1)	(1,732)	(1,732)	981	-	-	(751)
Operating pre-tax net income	14,348	1,702	1,044	17,094	21,342	(16,039)	(20)	22,377
Income tax expense (assumed rate of 38%)	5,452	646	397	6,495	8,110	(6,095)	(8)	8,502
Adjusted operating net income (loss)	\$8,896	\$ 1,056	\$ 647	\$10,599	\$ 13,232	\$ (9,944)	\$ (12)	\$ 13,875

(1) HCAP Advisors' non-controlling interest.

Year Ended December 31, 2012

<i>(In thousands)</i>	Broker-Dealer	Asset Management	Corporate Credit	Operating Platforms	Investment Income	Corporate Costs	Eliminations	Total Segments
Revenues								
Investment banking	\$51,174	\$ -	\$ -	\$51,174	\$ -	\$ -	\$ -	\$51,174
Brokerage	21,903	-	-	21,903	-	-	-	21,903
	53	23,177	4,064	27,294	-	-	(5,419)	21,875

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Asset management related fees								
Principal transactions	-	-	-	-	6,320	-	-	6,320
Gain on sale, payoff and mark-to-market of loans	-	-	-	-	1,916	-	-	1,916
Net dividend income	-	-	-	-	206	-	-	206
Net interest income	-	-	-	-	19,313	-	-	19,313
Provision for loan losses	-	-	-	-	(184)	-	-	(184)
Adjusted net revenues	73,130	23,177	4,064	100,371	27,571	-	(5,419)	122,523
Non-interest expenses								
Non-interest expenses	67,152	20,686	2,996	90,834	(4,130)	13,647	(5,419)	94,932
Less: Non-controlling interest	-	-	-	-	670	-	-	670
Operating pre-tax net income	5,978	2,491	1,068	9,537	31,031	(13,647)	-	26,921
Income tax expense (assumed rate of 42%)	2,511	1,046	449	4,006	13,033	(5,732)	-	11,307
Adjusted operating net income (loss)	\$3,467	\$ 1,445	\$ 619	\$5,531	\$ 17,998	\$(7,915)	\$ -	\$ 15,614

<i>(In thousands)</i>	Year Ended December 31, 2011							Total Segments
	Broker-Dealer	Asset Management	Corporate Credit	Operating Platforms	Investment Income	Corporate Costs	Eliminations	
Revenues								
Investment banking	\$46,135	\$ -	\$ -	\$46,135	-	\$-	\$ (21)	\$46,114
Brokerage	25,461	-	-	25,461	-	-	-	25,461
Asset management related fees	142	23,812	6,013	29,967	-	-	(5,086)	24,881
Principal transactions	-	-	-	-	1,080	-	-	1,080
Gain on sale, payoff and mark-to-market of loans	-	-	-	-	2,224	-	-	2,224
Net dividend income	-	-	-	-	1,365	-	-	1,365
Net interest (expense) income	-	-	-	-	21,332	-	-	21,332
Provision for loan losses	-	-	-	-	(35)	-	-	(35)
Adjusted net revenues	71,738	23,812	6,013	101,563	25,966	-	(5,107)	122,422
Non-interest expenses								
Non-interest expenses	68,853	20,254	4,585	93,692	112	11,460	(5,086)	100,178
Less: Non-controlling interest	-	-	-	-	590	-	-	590
Operating pre-tax net income	2,885	3,558	1,428	7,871	25,264	(11,460)	(21)	21,654
Income tax expense (assumed rate of 42%)	1,212	1,494	600	3,306	10,611	(4,814)	(9)	9,094
Adjusted operating net income	\$1,673	\$2,064	\$828	\$4,565	\$14,653	\$(6,646)	\$(12)	\$12,560

The following table reconciles the adjusted operating net income to Total Segments adjusted operating pre-tax net income, to consolidated pre-tax net income (loss) attributable to JMP Group, and to consolidated net income (loss) attributable to JMP Group, for the years ended December 31, 2011, 2012 and 2013.

<i>(In thousands)</i>	Year Ended December 31,		
	2013	2012	2011
Adjusted operating net income	\$13,875	\$15,614	\$12,560
Addback of Income tax expense (assumed rate of 38% for 2013 and 42% for prior years)	8,502	11,307	9,094
Total Segments adjusted operating pre-tax net income	\$22,377	\$26,921	\$21,654
Subtract / (Add back)			

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Stock options / IPO RSU expense	920	-	778
Compensation expense - post-IPO RSUs	2,823	2,492	9,526
Deferred compensation program accounting adjustment	(6,170)	(6,985)	-
HCC IPO administrative expense	450	(450)	-
Net unrealized loss/ (gain) on strategic equity investments and warrants.	(596)	527	(441)
General loan loss reserve for CLO II	1,241	-	-
Net amortization of liquidity discounts on loans and asset-backed securities issued	14,979	29,208	23,522
Amortization of intangible asset	-	-	200
Unrealized mark-to-market (gain)/loss - HCC	610	(627)	17
Gain on loan portfolio acquired	542	(1,582)	(7,860)
Consolidated pre-tax net income (loss) attributable to JMP Group Inc.	\$7,578	\$4,338	\$(4,088)
Income tax expense (benefit)	3,950	1,581	(1,632)
Consolidated Net Income (Loss) attributable to JMP Group Inc.	\$3,628	\$2,757	\$(2,456)

When evaluating the performance of JMP Group's core business strategy and ongoing operations, management also reviews the Operating Net Income which includes the non-cash gains and losses recognized by JMP Credit Corp due to the sale or payoff of loans originally included in the portfolio acquired by JMP Group in April 2009, as well as the provision for loan losses related to this portfolio of loans. The reconciling items are included in the line item gain (loss) and specific provisions on loan portfolio acquired in the table above. Including these adjustments, the operating net income, after a 38%, 42% and 42% tax rate, is \$4.6 million, \$0.9 million and \$0.3 million for the years ended December 31, 2011, 2012 and 2013, respectively.

Year Ended December 31, 2013, Compared to Year Ended December 31, 2012

Revenues

Investment Banking

Investment banking revenues increased \$23.2 million, or 45.5%, from \$51.0 million for the year ended December 31, 2012 to \$74.2 million for the same period in 2013. As a percentage of total net revenues after provision for loan losses, investment banking revenues decreased from 50.5% for the year ended December 31, 2012 to 49.7% for the year ended December 31, 2013.

Our segment reported investment banking revenues, primarily earned in our Broker-Dealer segment, increased \$23.0 million, or 47.8%, from \$51.2 million for the year ended December 31, 2012 to \$74.2 million for the same period in 2013. The increase primarily resulted from 39.0% more deals from prior year, in addition to a 4.6% increase in average revenue per deal. Private capital market and other revenues decreased \$5.7 million, from \$10.2 million for the year ended December 31, 2012 to \$4.5 million for the year ended December 31, 2013. We executed 12 private placement transactions in 2012 compared to four in 2013. Public equity underwriting revenues increased \$10.8 million, or 37.3%, from \$29.0 million for the year ended December 31, 2012 to \$39.8 million for the year ended December 31, 2013. We executed 82 public equity underwriting transactions in 2012 compared to 123 in 2013. We acted as a lead manager on 17 transactions in 2012 and 30 in 2013. Our debt and convertible revenues increased \$15.7 million, or 503.6%, from \$3.1 million for the year ended December 31, 2012 to \$18.8 million for the year ended December 31, 2013. We executed 18 debt and convertible transactions in 2012 compared to 32 in the same period in 2013. Our strategic advisory revenues increased \$2.3 million, or 25.4%, from \$8.9 million for the year ended December 31, 2012 to \$11.1 million for the year ended December 31, 2013, due to larger transactions. We executed 12 strategic advisory transactions in both 2012 and 2013. As a percentage of total adjusted net revenues, investment banking revenues increased from 41.8% for the year ended December 31, 2012 to 47.8% for the year ended December 31, 2013.

Brokerage Revenues

Brokerage revenues earned in our Broker-Dealer segment increased \$2.7 million, or 12.4%, from \$21.9 million for the year ended December 31, 2012 to \$24.6 million for the year ended December 31, 2013. The increase was primarily the result of increased trading volume. Brokerage revenues decreased as a percentage of total net revenues after provision for loan losses, from 21.7% for the year ended December 31, 2012 to 16.5% for the year ended December 31, 2013. On an adjusted basis, brokerage revenues decreased from 17.9% for the year ended December 31, 2012 to 15.9% for the year ended December 31, 2013 as a percentage of adjusted net revenue after provision for loan losses.

Asset Management Related Fees

<i>(In thousands)</i>	Year Ended December 31,	
	2013	2012
Base management fees:		
Fees reported as asset management fees	\$10,813	\$9,433
Fees reported as other income	695	1,956
Fees earned at HGC, HGC II and HCC LLC	1,738	1,112
Total base management fees	13,246	12,501
Incentive fees:		
Fees reported as asset management fees	\$15,139	\$6,342
Fees reported as other income	-	-
Fees earned at HGC, HGC II and HCC LLC	417	1,188
Total incentive fees	15,556	7,530
Other fee income:		
Fundraising fees	\$103	\$109
New York Mortgage Trust termination fee	0	1,735
Total other fee income	103	1,844
Asset management related fees:		
Fees reported as asset management fees	\$25,952	\$15,775
Fees reported as other income	798	3,800
Fees earned at HGC, HGC II and HCC LLC	2,155	2,300
Total Segment asset management related fee revenues	\$28,905	\$21,875
Consolidation adjustment	(2,155)	(2,300)
Adjusted total asset management related fees:	\$26,750	\$19,575

Fees reported as asset management fees increased \$10.2 million, or 64.5%, from \$15.8 million for the year ended December 31, 2012 to \$26.0 million for the year ended December 31, 2013. As a percentage of total net revenues after provision for loan losses, asset management revenues increased from 15.6% for the year ended December 31, 2012 to 17.4% for the year ended December 31, 2013. Fees reported as other income decreased \$3.0 million, or 79.0% from \$3.8 million for the year ended December 31, 2012 to \$0.8 million for the year ended December 31, 2013. As a percentage of total net revenues after provision for loan losses, other income decreased from 3.8% for the year ended December 31, 2012 to 0.5% for the same period in 2013.

Total segment asset management related fees include base management fees and incentive fees for our funds and CLOs under management, as well as other income from fee sharing arrangements with, and fees earned to raise capital for, third-party investment partnerships or funds. Adjusted asset management related fees is a non-GAAP financial measure that adjusts our total segment asset management related fees by reversing the elimination of those fees in the consolidation of HGC, HGC II and HCC LLC (through May 1, 2013). Adjusted asset management related fees are reconciled to the GAAP measure, total segment asset management fee revenues, in the table above. We believe that presenting adjusted asset management related fees is useful to investors as a means of assessing the performance of JMP Group's combined asset management activities, including its fundraising and other services for third parties. We believe that adjusted asset management-related fee revenues provides useful information by indicating the relative contributions of base management fees and performance-related incentive fees, thus facilitating a comparison of those fees in a given period to those in prior and future periods. We also believe that asset management-related fee revenue is a more meaningful measure than standalone asset management fees as reported, because asset management-related fee revenues represent the combined impact of JMP Group's various asset management activities on the Company's total net revenues.

Total segment asset management related fee revenue increased \$7.0 million from \$21.9 million for the year ended December 31, 2012 to \$28.9 million for the year ended December 31, 2013. The increase was attributed to increases in base management fees and incentive fees, partially offset by an increase in other fee income. Base management fees were \$12.5 million and \$13.2 million for the years ended December 31, 2012 and 2013, respectively. Base management fees reported as asset management fees increased \$1.4 million from \$9.4 million for the year ended December 31, 2012 to \$10.8 million for the year ended December 31, 2013, and was driven by the increases of \$0.5 million related to Harvest Opportunity Partners ("HOP II"), \$0.3 million related to Harvest Technology Partners ("HTP"), \$0.3 million related to Harvest Franchise Fund ("HFF"), partially offset by the reduction of \$0.8 million fees related to Harvest Diversified Partners ("HDP"). Base management fees reported as other income decreased \$1.3 million from \$2.0 million to \$0.7 million, driven by a \$0.8 million management fee received in 2012 due to expiration of certain revenue sharing arrangements. Total incentive fees increased \$8.0 million from \$7.5 million for the year ended December 31, 2012 to \$15.6 million for the same period in 2013. The increase in incentive fees was driven by an increase of \$5.2 million related to Harvest Small Cap Partners ("HSCP") and an increase of \$3.2 million related to HFF. Other income decreased \$1.7 million, resulting from the termination fee received in 2012 associated with the December 31, 2011 termination of our advisory agreement with NYMT. On an adjusted basis, adjusted asset management related fees increased from 17.9% for the year ended December 31, 2012 to 18.6% for the year ended December 31, 2013 as a percentage of adjusted net revenues after provision for loan losses.

Principal Transactions

Principal transaction revenues increased \$10.2 million from \$10.5 million for the year ended December 31, 2012 to \$20.7 million for the same period in 2013. As a percentage of total net revenues after provision for loan losses, principal transaction revenues increased from 10.4% for the year ended December 31, 2012 to 13.9% for the year ended December 31, 2013.

Total segment principal transaction revenues increased \$1.9 million from \$6.3 million for the year ended December 31, 2012 to \$8.2 million for the same period in 2013. Total segment principal transaction revenue is a non-GAAP financial measure that aggregates our segment reported principal transaction revenues across each segment. We believe that presenting total segment principal transaction revenues is useful to investors as a means of assessing the performance of JMP Group's combined investment activities. The principal transaction revenues for both 2012 and 2013 were based entirely in our Investment Income segment. Total segment principal transaction revenues are reconciled to the GAAP measure, total principal transaction revenues, in the table below.

<i>(In thousands)</i>	Year Ended	
	December 31,	2012
	2013	2012
Equity and other securities excluding non-controlling interest	\$2,301	\$2,704
Warrants and other investments	1,706	577
Investment partnerships	4,173	3,039
Total Segment principal transaction revenues	8,180	6,320
Operating adjustment addbacks	249	1,102
Non-controlling interest in HGC, HGC II and HCC LLC (through May 2, 2013)	12,297	3,115
Total principal transaction revenues	\$20,726	\$10,537

The increase reflects higher revenue from our warrants and other investments and investment partnerships, partially offset by a decrease in equity investment and other securities. Revenues from warrants and other investments increased by \$1.1 million from \$0.6 million for the year ended December 31, 2012 to revenues of \$1.7 million for the year ended December 31, 2013. The increase was primarily related to \$1.4 million increase in our investment in a private equity fund managed by a third party which invests in the growth technology sector and \$0.6 million increase related to one of our warrants. These increases were partially offset by a \$0.8 million gain in redemptions from Class D Preferred Units of Sanctuary Wealth Services LLC ("Sanctuary") during 2012. Revenues from our investment partnerships increased \$1.2 million from \$3.0 million for the year ended December 31, 2012 to \$4.2 million for the year ended December 31, 2013, driven by \$0.8 million increase related to HFF and \$0.6 million related to HAS. Revenues from equity and other securities decreased \$0.4 million from \$2.7 million for the year ended December 31, 2012 to \$2.3 million for the same period in 2013, primarily due to lower gain earned on our principal investment portfolio. On an adjusted basis, as a percentage of total net revenues after provision for loan losses, principal transaction revenues increased from 5.2% for the year ended December 31, 2012 to 5.3% for the year ended December 31, 2013.

Gain on Sale, Payoff and Mark-to-market of Loans

Gain on sale, payoff and mark-to-market of loans decreased \$5.4 million, or 75.1%, from \$7.3 million for the year ended December 31, 2012 to \$1.8 million for the same period in 2013, with \$1.7 million of the gain generated at JMP Credit and \$0.1 million generated at HCC LLC. At JMP Credit, during the year ended December 31, 2013, 168 loans were sold or paid off, resulting in a total net gain of \$2.1 million. Of the total net gain, \$1.3 million was related to 91 loan payoffs, where the borrowers repaid the loans at a premium to our carrying value. The remaining \$0.8 million related to 77 loans, 27 of which were sold at a discount to our carrying value, 44 of which were sold at par, which was a premium to our carrying value and six of which were related to terminations of unfunded lines of credit. While we expect further gains from loan payoffs and sales in future periods, these revenues are highly unpredictable as we are not actively marketing the loans collateralized by asset-backed securities for sale. As a percentage of total net revenues after provision for loan losses, gain on sale, payoff and mark-to-market of loans decreased from 7.2% for the year ended December 31, 2012 to 1.2% for the year ended December 31, 2013.

Gain on sale, payoff and mark-to-market of loans was earned in our Investment Income segment. On a segment reporting basis, the gain on sale, payoff and mark-to-market of loans in our Investment Income segment excludes the financial impact of gains or losses due to the sale or payoff of loans originally included in the CLO I portfolio acquired by JMP Group in April 2009. The segment reported gain on sale, payoff and mark-to-market of loans also excludes unrealized mark-to-market gains or losses on the investment portfolio at HCC LLC. Our segment reported gain on sale, payoff and mark-to-market of loans in the Investment Income segment decreased \$0.2 million, or from \$1.9 million for the year ended December 31, 2012 to \$1.7 million for the year ended December 31, 2013. Gain on sale, payoff and mark-to-market of loans decreased from 1.6% for the year ended December 31, 2012 to 1.1% for the year ended December 31, 2013 as a percentage of total segment adjusted net revenues.

Net Dividend Income

Net dividend income increased from a \$29 thousand loss for the year ended December 31, 2012 to \$0.5 million for the same period in 2013, primarily related to dividends from our HCC investment. Dividends earned on our investment in HCC LLC were eliminated in consolidation prior to May 2, 2013.

Our net dividend income was earned in our Investment Income segment. On a segment reporting basis, net dividend income increased from \$0.2 million to \$1.2 million for the years ended December 31, 2012 and 2013, respectively, and primarily comprised of dividends from our investment in HCC LLC and HCC.

As a percentage of total segment adjusted net revenues, net dividend income increased from 0.2% for the year ended December 31, 2012 to 0.8% for the year ended December 31, 2013.

Net Interest Income (Expense)

<i>(In thousands)</i>	Year Ended	
	December 31,	
	2013	2012
CLO I loan contractual interest income	\$18,233	\$21,547
CLO I ABS issued contractual interest expense	(4,390)	(5,202)
Net CLO I contractual interest	13,843	16,345
CLO II loan contractual interest income	\$8,341	\$-
CLO II ABS issued contractual interest expense	(4,841)	-
Net CLO II contractual interest	3,500	-
Bond Payable interest expense	(3,610)	-
Other interest income	2,737	2,968
Total Segment net interest income	\$16,470	\$19,313
CLO I loan liquidity discount accretion	569	4,691
CLO I ABS liquidity discount amortization	(15,548)	(33,899)
Net CLO I liquidity discount amortization	(14,979)	(29,208)
HCC LLC interest income	2,393	3,774
HCC LLC interest expense	(630)	(974)
Net HCC LLC interest income	1,763	2,800
Total net interest expense	\$3,254	\$(7,095)

Net interest income increased \$10.3 million, or 145.6% from interest expense of \$7.1 million for the year ended December 31, 2012 to income of \$3.2 million for the year ended December 31, 2013. Net interest expense included liquidity discount amortization of \$29.2 million and \$14.9 million for the years ended December 31, 2012 and December 31, 2013, respectively. Net interest income also included bond payable interest expense of \$3.6 million for the year ended December 31, 2013. As a percentage of total net revenues after provision for loan losses, net interest expense decreased from 7.0% for the year ended December 31, 2012 to 2.2% for the year ended December 31, 2013.

Total segment net interest income decreased from \$19.3 million for the year ended December 31, 2012 to \$16.5 million for the year ended December 31, 2013. Our total segment net interest income excludes net amortization of liquidity discounts on loans and asset-backed securities issued. Net interest income is earned primarily in our JMP Credit segment, and largely reflects net CLO contractual interest. Total segment net interest income is a non-GAAP financial measure that aggregates our segment reported net interest income (expense) across each segment. We believe that presenting total segment net interest income is useful to investors as a means of assessing the performance of JMP Group's combined credit activities. Total segment net interest income is reconciled to the GAAP measure, total net interest expense, in the table above. As a percentage of total segment adjusted net revenues, net interest income decreased from 15.8% for the year ended December 31, 2012 to 10.6% for the year ended December 31, 2013.

The following table sets forth contractual interest income and expense related to CLO loans and ABS issued and their weighted average contractual interest rates:

(In thousands)

	Year Ended December 31, 2013							
	Interest Income (Expense)	Average CLO Loan (CLO ABS Issued) Balance	Weighted Average Contractual Interest Rate	Weighted Average LIBOR	Spread to Weighted Average LIBOR			
CLO I loan contractual interest income	\$18,233	\$409,772	4.39	% 0.28	% 4.11	%		
CLO I ABS issued contractual interest expense	(4,390)	(422,651)	1.02	% 0.28	% 0.74	%		
CLO II loan contractual interest income	8,341	182,117	4.52	% 0.35	% 4.17	%		
CLO II ABS issued contractual interest expense	(4,841)	(320,000)	2.21	% 0.35	% 1.86	%		
Net CLO contractual interest	\$17,343	N/A	N/A	N/A	N/A			

(In thousands)

	Year Ended December 31, 2012							
	Interest Income (Expense)	Average CLO Loan (CLO ABS Issued) Balance	Weighted Average Contractual Interest Rate	Weighted Average LIBOR	Spread to Weighted Average LIBOR			
CLO I loan contractual interest income	\$21,547	\$428,166	4.95	% 0.45	% 4.50	%		
CLO I ABS issued contractual interest expense	(5,202)	(431,003)	1.19	% 0.45	% 0.74	%		
Net CLO contractual interest	\$16,345	N/A	N/A	N/A	N/A			

Contractual interest of \$18.2 million was earned on the performing loans held by our CLO I for the year ended December 31, 2013. The annualized weighted average contractual interest rate on the performing loans was 4.39%

with a spread to weighted average LIBOR of 4.11% for the year ended December 31, 2013. Interest expense related to CLO I ABS issued was \$4.4 million for the year ended December 31, 2013. The annualized weighted average contractual interest rate on the CLO I ABS issued during the year was 1.02% with a spread to weighted average LIBOR of 0.74%. Contractual interest of \$8.3 million was earned on the performing loans held by our CLO II for the year ended December 31, 2013. The annualized weighted average contractual interest rate on the performing loans was 4.52% with a spread to weighted average LIBOR of 4.17% for the year ended December 31, 2013. Interest expense related to CLO II ABS issued was \$4.8 million for the year ended December 31, 2013. The annualized weighted average contractual interest rate on the CLO II ABS issued during the year was 2.21% with a spread to weighted average LIBOR of 1.86%.

Contractual interest of \$21.5 million was earned on the performing loans held by our CLO I for the year ended December 31, 2012. The annualized weighted average contractual interest rate on the performing loans was 4.95% with a spread to weighted average LIBOR of 4.50% for the year ended December 31, 2012. Interest expense related to ABS issued was \$5.2 million for the year ended December 31, 2012. The annualized weighted average contractual interest rate on the ABS issued during the year was 1.19% with a spread to weighted average LIBOR of 0.74%.

Provision for Loan Losses

Provision for loan losses increased \$0.4 million, or 19.5%, from \$2.2 million for the year ended December 31, 2012 to \$2.6 million for the same period in 2013. As a percent of net revenues after provision for loan losses, provision for loan losses decreased from 2.2% for the year ended December 31, 2012 to 1.8% for the year ended December 31, 2013.

Total segment provision for loan losses decreased from \$0.2 million for the year ended December 31, 2012 to \$0.1 million for the year ended December 31, 2013. Total segment provision for loan losses is a non-GAAP financial measure that aggregates our segment reported provision for loan losses across each segment. Our total segment provision for loan losses was solely recognized in our Investment Income segment in 2013, and in 2012. As a percent of total segment adjusted net revenues, segment provision for loan losses decreased from 0.2% for the year ended December 31, 2012 to 0.0% for the same period in 2013.

Expenses

Non-Interest Expenses

Compensation and Benefits

Compensation and benefits, which includes employee payroll, taxes and benefits, performance-based cash bonus and commissions as well as equity-based compensation to our employees and managing directors, increased \$36.0 million, or 54.2%, from \$66.4 million for the year ended December 31, 2012 to \$102.4 million for the year ended December 31, 2013.

Employee payroll, taxes and benefits, and consultant fees, increased \$2.8 million, or 8.1%, from \$34.4 million for the year ended December 31, 2012 to \$37.2 million for the year ended December 31, 2013, primarily due to an increase in average headcount and the effect of a full year of base pay increases made during 2013.

Performance-based bonus and commissions increased \$30.4 million, or 103.1%, from \$29.5 million for the year ended December 31, 2012 to \$59.9 million for the same period in 2013. The increase was primarily due to an increase in total net revenues after provision for loan losses from \$100.9 million for the year ended December 31, 2012 to \$149.2 million for the same period in 2013.

Equity-based compensation increased \$2.9 million, or 116.0%, from \$2.5 million for the year ended December 31, 2012 to \$5.4 million for the year ended December 31, 2013. The change reflects an increase in performance-based RSU expense of \$0.2 million, stock option expenses of \$0.9 million, and expense related to the RSUs issued in connection with the 2011 annual bonus of \$1.7 million.

Compensation and benefits as a percentage of net revenues after provision for loan losses increased from 65.8% for the year ended December 31, 2012 to 68.5% for the same period in 2013.

Compensation and benefits in our adjusted net operating income, which includes 100% of deferred compensation expense and excludes RSU expense, increased from \$70.3 million for the year ended December 31, 2012 to \$104.4 million for the year ending December 31, 2013. This increase was attributed to the performance-based bonus and commissions. See “*Adjusted Operating Net Income (Non-GAAP Financial Measure)*,” above.

Administration

Administration expenses increased \$2.5 million, or 40.0%, from \$6.2 million for the year ended December 31, 2012 to \$8.7 million for the year ended December 31, 2013. The increase related to \$2.5 million underwriting expenses paid by HCAP Advisors in connection with an agreement with HCC. As a percentage of total net revenues after provision for loan losses, administration expense was 6.1% and 5.8% of total net revenues after provision for loan losses for the years ended December 31, 2012 and 2013, respectively.

Brokerage, Clearing and Exchange Fees

Brokerage, clearing and exchange fees decreased \$0.3 million, or 6.9%, from \$3.8 million for the year ended December 31, 2012 to \$3.5 million for the year ended December 31, 2013. The decrease was primarily due to a decrease in trading volume. As a percentage of total net revenues after provision for loan losses, our brokerage, clearing and exchange fees decreased from 3.8% for the year ended December 31, 2012 to 2.4% for the year ended 2013.

Travel and Business Development

Travel and business development expense increased \$1.0 million, or 30.4%, from \$3.4 million for the year ended December 31, 2012 to \$4.4 million for the year ended December 31, 2013. The increase primarily reflects a \$1.3 million increase in travel expense, driven by a 13.4% increase in travel volume. Reimbursements from clients, which offset travel expense, were \$1.0 million and \$1.2 million for the years ended December 31, 2012 and 2013, respectively. As a percentage of total net revenues after provision for loan losses, travel and business development expense was 3.4% and 3.0% for the years ended December 31, 2012 and 2013, respectively.

Communications and Technology

Communications and technology expense was \$3.5 million for the years ended December 31, 2012 and 2013. As a percentage of total net revenues after provision for loan losses, communications and technology expense decreased from 3.5% for the year ended December 31, 2012 to 2.4% for the year ended December 31, 2013.

Professional Fees

Professional fees increased \$0.4 million, or 8.9%, from \$3.6 million for the year ended December 31, 2012 to \$4.0 million for the year ended December 31, 2013. As a percentage of total net revenues after provision for loan losses, professional fees decreased from 3.6% for the year ended December 31, 2012 to 2.7% for the year ended December 31, 2013.

Other Expenses

Other expenses increased \$0.7 million, or 14.9%, from \$4.5 million for the year ended December 31, 2012 to \$5.1 million for the year ended December 31, 2013. As a percentage of total net revenues after provision for loan losses, other expenses increased from 4.4% for the year ended December 31, 2012 to 3.4% for the same period in 2013.

Net Income (Loss) Attributable to Non-controlling Interest

Net income attributable to non-controlling interest increased \$4.8 million from \$5.2 million for the year ended December 31, 2012 to \$10.0 million of income for the year ended December 31, 2013. Non-controlling interest for the year ended December 31, 2013 includes the interest of third parties in CLO I, CLO II (effective April 30, 2013), HGC, HGC II (effective October 1, 2012), HCC LLC (effective August 8, 2011 through May 2, 2013), and HCAP Advisors (effective May 1, 2013), all partially-owned subsidiaries consolidated in our financial statements. Non-controlling interest for the year ended December 31, 2012 includes the interest of third parties in CLO I, HGC, HGC II (effective October 1, 2012), and HCC LLC, all partially-owned subsidiaries consolidated in our financial statements. The increase in net income attributable to non-controlling interest reflected increases of \$8.0 million related to HGC and HGC II, partially offset by \$1.7 million loss at HCAP Advisors and \$1.4 million decrease in HCC LLC, which was deconsolidated on May 2, 2013.

Provision for Income Taxes

For the years ended December 31, 2013 and 2012, we recorded a tax expense of \$4.0 million and \$1.6 million, respectively. The effective tax rate for the years ended December 31, 2013 and 2012 was 22.5% and 16.6%, respectively. The increase in the effective tax rate was primarily attributable to deconsolidation of HCC LLC, which was consolidated for financial reporting purposes but not for tax purposes.

Our adjusted operating net income assumes a combined federal, state and local income tax rate of 42% and 38% for the years ended December 31, 2012 and 2013, respectively. Segment income tax expense decreased \$2.8 million from \$11.3 million for the year ended December 31, 2012 to \$8.5 million for the year ended December 31, 2013.

Year Ended December 31, 2012, Compared to Year Ended December 31, 2011

Revenues

Investment Banking

Investment banking revenues increased \$4.9 million, or 10.6%, from \$46.1 million for the year ended December 31, 2011 to \$51.0 million for the same period in 2012. As a percentage of total net revenues after provision for loan

losses, investment banking revenues increased from 41.3% for the year ended December 31, 2011 to 50.5% for the year ended December 31, 2012.

Our segment reported investment banking revenues, earned in our Broker-Dealer segment, increased \$5.1 million, or 11.0%, from \$46.1 million for the year ended December 31, 2011 to \$51.2 million for the same period in 2012. Private capital market and other revenues increased \$6.5 million, from \$3.7 million for the year ended December 31, 2011 to \$10.2 million for the year ended December 31, 2012. We executed five private placement transactions in 2011 compared to 12 in 2012. Public equity underwriting revenues increased \$2.4 million, or 9.1%, from \$26.5 million for the year ended December 31, 2011 to \$29.0 million for the year ended December 31, 2012. We executed 82 public equity underwriting transactions in 2012 compared to 56 in 2011. We acted as a lead manager on 17 transactions in 2012 and nine in 2011. Our debt and convertible revenues decreased \$3.2 million, or 50.5%, from \$6.3 million for the year ended December 31, 2011 to \$3.1 million for the year ended December 31, 2012. We executed 18 debt and convertible transactions in 2012 compared to seven in the same period in 2011. Our strategic advisory revenues decreased \$0.7 million, or 6.9%, from \$9.6 million for the year ended December 31, 2011 to \$8.9 million for the year ended December 31, 2012. We executed 12 strategic advisory transactions in 2012 compared to 18 in 2011. As a percentage of total adjusted net revenues, investment banking revenues increased from 37.7% for the year ended December 31, 2011 to 41.8% for the year ended December 31, 2012.

Brokerage Revenues

Brokerage revenues earned in our Broker-Dealer segment decreased \$3.6 million, or 14.0%, from \$25.5 million for the year ended December 31, 2011 to \$21.9 million for the year ended December 31, 2012. The decrease was primarily the result of reduced trading volume. Brokerage revenues decreased as a percentage of total net revenues after provision for loan losses, from 22.8% for the year ended December 31, 2011 to 21.7% for the year ended December 31, 2012. On an adjusted basis, brokerage revenues decreased from 20.8% for the year ended December 31, 2011 to 17.9% for the year ended December 31, 2012 as a percentage of adjusted net revenue after provision for loan losses.

Asset Management Related Fees

<i>(In thousands)</i>	Year Ended	
	December 31,	December 31,
	2012	2011
Base management fees:		
Fees reported as asset management fees	\$9,433	\$9,708
Fees reported as other income	1,956	2,848
Fees earned at HGC, HGC II and HCC LLC	1,112	759
Total base management fees	12,501	13,315
Incentive fees:		
Fees reported as asset management fees	\$6,342	\$10,077
Fees reported as other income	-	381
Fees earned at HGC, HGC II and HCC LLC	1,188	-
Total incentive fees	7,530	10,458
Other fee income:		
Fundraising fees	\$109	\$1,107
New York Mortgage Trust termination fee	1,735	-
Total other fee income	1,844	1,107
Asset management related fees:		
Fees reported as asset management fees	\$15,775	\$19,785
Fees reported as other income	3,800	4,336
Fees earned at HGC, HGC II and HCC LLC	2,300	759
Total Segment asset management related fee revenues	\$21,875	\$24,880
Consolidation adjustment	(2,300)	(759)
Adjusted total asset management related fees:	\$19,575	\$24,121

Fees reported as asset management fees decreased \$4.0 million, or 20.3%, from \$19.8 million for the year ended December 31, 2011 to \$15.8 million for the year ended December 31, 2012. As a percentage of total net revenues after provision for loan losses, asset management revenues decreased from 17.7% for the year ended December 31, 2011 to 15.6% for the year ended December 31, 2012. Fees reported as other income decreased \$0.5 million, or 12.4% from \$4.3 million for the year ended December 31, 2011 to \$3.8 million for the year ended December 31, 2012. As a percentage of total net revenues after provision for loan losses, other income decreased from 3.9% for the year ended December 31, 2011 to 3.8% for the same period in 2012.

Total segment asset management related fees include base management fees and incentive fees for our funds and CLOs under management, as well as other income from fee sharing arrangements with, and fees earned to raise capital for, third-party investment partnerships or funds. Adjusted asset management related fees is a non-GAAP financial

measure that adjusts our total segment asset management related fees by reversing the elimination of those fees in the consolidation of HGC, HGC II and HCC LLC. Adjusted asset management related fees are reconciled to the GAAP measure, total segment asset management fee revenues, in the table above. We believe that presenting adjusted asset management related fees is useful to investors as a means of assessing the performance of JMP Group's combined asset management activities, including its fundraising and other services for third parties. We believe that adjusted asset management-related fee revenues provides useful information by indicating the relative contributions of base management fees and performance-related incentive fees, thus facilitating a comparison of those fees in a given period to those in prior and future periods. We also believe that asset management-related fee revenue is a more meaningful measure than standalone asset management fees as reported, because asset management-related fee revenues represent the combined impact of JMP Group's various asset management activities on the Company's total net revenues.

Total segment asset management related fee revenue decreased \$3.1 million from \$24.9 million for the year ended December 31, 2011 to \$21.9 million for the year ended December 31, 2012. The decrease was attributed to declines in base management fees and incentive fees, partially offset by an increase in other fee income. Base management fees were \$13.3 million and \$12.5 million for the years ended December 31, 2011 and 2012, respectively. Base management fees reported as asset management fees decreased \$0.3 million from \$9.7 million for the year ended December 31, 2011 to \$9.4 million for the year ended December 31, 2012, and was driven by the \$1.1 million reduction of NYMT management fees, partially offset by the addition of \$0.8 million fees related to HFF, a new fund added in January 2012. Base management fees reported as other income decreased from \$2.8 million to \$2.0 million, driven by a \$0.8 million settlement fee received in 2011 from the termination of JMPCA as a collateral manager. Total incentive fees decreased \$3.0 million from \$10.5 million for the year ended December 31, 2011 to \$7.5 million for the same period in 2012. The decrease in incentive fees was driven by a decrease of \$3.7 million related to HSCP and a \$0.7 million decline related to NYMT, partially offset by an increase of incentive fees earned at HGC of \$1.2 million. Other income increased \$0.7 million, resulting from the termination fee received in 2012 associated with the December 31, 2011 termination of our advisory agreement with NYMT. On an adjusted basis, adjusted asset management related fees decreased from 20.3% for the year ended December 31, 2011 to 17.9% for the year ended December 31, 2012 as a percentage of adjusted net revenues after provision for loan losses.

Principal Transactions

Principal transaction revenues increased \$8.9 million from \$1.6 million for the year ended December 31, 2011 to \$10.5 million for the same period in 2012. As a percentage of total net revenues after provision for loan losses, principal transaction revenues increased from 1.5% for the year ended December 31, 2011 to 10.4% for the year ended December 31, 2012.

Total segment principal transaction revenues increased \$5.2 million from \$1.1 million for the year ended December 31, 2011 to \$6.3 million for the same period in 2012. Total segment principal transaction revenues is a non-GAAP financial measure that aggregates our segment reported principal transaction revenues across each segment. We believe that presenting total segment principal transaction revenues is useful to investors as a means of assessing the performance of JMP Group's combined investment activities. The principal transaction revenues for 2012 and 2011 were based in our Investment Income segments. Total segment principal transaction revenues are reconciled to the GAAP measure, total principal transaction revenues, in the table below.

<i>(In thousands)</i>	Year Ended December 31, 2012 2011	
Equity and other securities excluding non-controlling interest	\$2,704	