

LADENBURG THALMANN FINANCIAL SERVICES INC
Form S-8
November 21, 2002

As filed with the Securities and Exchange Commission on November 21, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LADENBURG THALMANN FINANCIAL SERVICES INC.
(Exact Name of Registrant as Specified in Its Charter)

Florida
(State or Other Jurisdiction of
Incorporation or Organization)

65-0701248
(I.R.S. Employer
Identification Number)

590 MADISON AVENUE, 34th FLOOR
NEW YORK, NEW YORK 10022
(Address of Principal Executive Offices)

1999 PERFORMANCE EQUITY PLAN

(Full Title of the Plan)

VICTOR M. RIVAS, President and Chief Executive Officer
Ladenburg Thalmann Financial Services Inc.
590 Madison Avenue, 34th Floor
New York, New York 10022
(212) 409-2000

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

with a copy to:

DAVID ALAN MILLER, ESQ.
Graubard Miller
600 Third Avenue
New York, New York 10016-2097
Telephone: (212) 818-8800

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Propose agg offeri
=====	=====	=====	=====

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Common Stock issuable upon exercise of options which may be granted under the 1999 Performance Equity Plan	4,500,000	\$0.16 (2)	\$72
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TOTAL.....
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- (1) Pursuant to Rule 416, there are also being registered additional shares of common stock as may become issuable pursuant to the anti-dilution provisions of the 1999 Performance Equity Plan.
- (2) Based on the last sale price of a share of our common stock as reported by the American Stock Exchange on November 18, 2002 in accordance with Rules 457(c) and 457(h) promulgated under the Securities Act.

In accordance with the provisions of Rule 462 promulgated under the Securities Act, this registration statement will become effective upon filing with the Securities and Exchange Commission.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The contents of the Registration Statement on Form S-8 (File No. 333-82688) previously filed by the Registrant with the Securities and Exchange Commission on February 13, 2002 are incorporated by reference in this Registration Statement.

On January 22, 2002, the Registrant's Board of Directors approved an amendment to the 1999 Performance Equity Plan to increase the number of shares available for issuance under the plan from 5,500,000 shares to 10,000,000 shares. This amendment was approved by the shareholders of the Registrant on November 6, 2002. Accordingly, the Registrant is filing this Registration Statement to register the additional 4,500,000 shares of common stock available for issuance under the plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 20th day of November, 2002.

LADENBURG THALMANN FINANCIAL SERVICES INC.

By: /s/ Victor M. Rivas

Name: Victor M. Rivas
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Howard M. Lorber, Richard J. Rosenstock, Victor M. Rivas and Salvatore Giardina, and each of them, with full power to act without the others, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Victor M. Rivas ----- Victor M. Rivas	President and Chief Executive Officer	November 20, 2002
/s/ Salvatore Giardina ----- Salvatore Giardina	Vice President and Chief Financial Officer (and Principal Accounting Officer)	November 20, 2002
/s/ Henry C. Beinstein ----- Henry C. Beinstein	Director	November 20, 2002
/s/ Robert J. Eide	Director	November 20, 2002

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Robert J. Eide

/s/ Richard J. Lampen Director November 20, 2002

Richard J. Lampen

4

/s/ Bennett S. LeBow Director November 20, 2002

Bennett S. LeBow

/s/ Howard M. Lorber Director November 20, 2002

Howard M. Lorber

/s/ Vincent A. Mangone Director November 20, 2002

Vincent A. Mangone

/s/ Richard J. Rosenstock Director November 20, 2002

Richard J. Rosenstock

/s/ Mark Zeitchick Director November 20, 2002

Mark Zeitchick

5

EXHIBIT INDEX

Exhibit No.	Description	Incorporated by Reference from Document	No. in Document
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4.1	Ladenburg Thalmann Financial Services Inc. 1999 Performance Equity Plan (Amended and Restated)	A	10.1
5.1	Opinion of Graubard Miller	-	Filed Herewith
23.1	Consent of PricewaterhouseCoopers LLP	-	Filed Herewith

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23.2	Consent of Graubard Miller (Included in Exhibit 5.1)	-	-
24.1	Power of Attorney (Included on Signature page)	-	-

A. Quarterly report on Form 10-Q for the quarter ended September 30, 2002.