

LADENBURG THALMANN FINANCIAL SERVICES INC

Form S-8

December 11, 2006

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As filed with the Securities and Exchange Commission on December 11, 2006

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 **65-0701248**
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification Number)

**4400 BISCAYNE BOULEVARD, 12TH FLOOR
MIAMI, FLORIDA 33137**

(Address of Principal Executive Offices)

AMENDED AND RESTATED 1999 PERFORMANCE EQUITY PLAN

(Full Title of the Plan)

DIANE CHILLEMI, Vice President and Chief Financial Officer

Ladenburg Thalmann Financial Services Inc.

4400 Biscayne Boulevard, 12th Floor

Miami, Florida 33137

(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

The Chrysler Building

405 Lexington Avenue

New York, New York 10174

Telephone: (212) 818-8800

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered⁽¹⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock issuable upon exercise of options which may be granted under the Amended and Restated 1999 Performance Equity Plan	15,000,000	\$ 1.14 ⁽²⁾	\$ 17,100,000	\$ 1,829.70

TOTAL

\$1,829.70

- (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 Amended and Restated 1999 Performance Equity Plan.
- (2) Based on the average of the high and low price of a share of our common stock as reported by the American Stock Exchange on December 6, 2006 in accordance with Rules 457(c) and 457(h) promulgated under the Securities Act of 1933, as amended.

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.

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EX-4.1 Amended and Restated Performance Equity Plan

EX-5.1 Opinion of Graubard Miller

EX-23.1 Consent of Eisner LLP

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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The contents of the Registration Statements on Form S-8 (File Nos. 333-82688 and 333-101361) previously filed by the Registrant with the Securities and Exchange Commission on February 13, 2002 and November 21, 2002, respectively, are incorporated by reference in this Registration Statement.

On July 13, 2006, the Registrant's Board of Directors approved an amendment to the Amended and Restated 1999 Performance Equity Plan to increase the number of shares available for issuance under the plan from 10,000,000 shares to 25,000,000 shares. This amendment was approved by the shareholders of the Registrant on November 1, 2006. Accordingly, the Registrant is filing this Registration Statement to register the additional 15,000,000 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 Miami, State of Florida, on this 11th day of December, 2006.

LADENBURG THALMANN FINANCIAL SERVICES
INC.

By: /s/ Diane Chillemi

Name: Diane Chillemi

Title: Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard J. Lampen, Joseph Giovanniello Jr. and Diane Chillemi 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/ Richard J. Lampen Richard J. Lampen	President, Chief Executive Officer and Director (Principal Executive Officer)	December 11, 2006
/s/ Diane Chillemi Diane Chillemi	Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	December 11, 2006
/s/ Henry C. Beinstein Henry C. Beinstein	Director	December 11, 2006
	Director	
Robert J. Eide		
/s/ Dr. Phillip Frost Dr. Phillip Frost	Director	December 11, 2006

/s/ Brian S. Genson

Director

December 11, 2006

Brian S. Genson

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Signature	Title	Date
/s/ Saul Gilinski Saul Gilinski	Director	December 11, 2006
/s/ Dr. Richard Krasno Dr. Richard Krasno	Director	December 11, 2006
/s/ Howard M. Lorber Howard M. Lorber	Director	December 11, 2006
/s/ Jeffrey S. Podell Jeffrey S. Podell	Director	December 11, 2006
/s/ Richard J. Rosenstock Richard J. Rosenstock	Director	December 11, 2006
/s/ Mark Zeitchick Mark Zeitchick	Director	December 11, 2006

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EXHIBIT INDEX

Exhibit No.	Description	Incorporated by Reference from Document	No. in Document Filed Herewith
4.1	Amended and Restated 1999 Performance Equity Plan		Filed Herewith
5.1	Opinion of Graubard Miller	B	Filed Herewith
23.1	Consent of Eisner LLP	B	Filed Herewith
23.2	Consent of Graubard Miller (Included in Exhibit 5.1)	B	B
24.1	Power of Attorney (Included on Signature page)	B	B