

FRIEDMAN BILLINGS RAMSEY GROUP INC
Form S-8
February 20, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

Friedman, Billings, Ramsey Group, Inc.
(Exact Name of Registrant as Specified in its Charter)

Virginia
(State or Other Jurisdiction
of Incorporation or Organization)

541837743
(I.R.S. Employer
Identification Number)

1001 19th Street N.
Arlington, Virginia
(Address of Principal Executive
Offices)

22209
(Zip Code)

FBR Stock and Annual Incentive Plan
(Full Title of the Plan)

William J. Ginivan, Esq.
Senior Vice President and Chief Legal Officer
Friedman, Billings, Ramsey Group, Inc.
1001 19th Street N.

Arlington, Virginia 22209
(Name and Address of Agent for Service)
(703) 469-1040

(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering P
Class A Common Stock, par value \$.01 per share	9,900,000 (1)	\$6.375 (2)	\$63,112,500 (2)

(1) Pursuant to Rule 416(a), this Registration Statement also registers such number of additional securities that may be offered pursuant to the terms of the FBR Stock and Annual Incentive Plan which provides for a change in the amount or type of securities being offered or issued to prevent

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dilution as a result of stock splits, stock dividends or similar transactions.

- (2) Calculated pursuant to Rule 457(h) (1) and Rule 457(c) based upon the average of the high and low prices of the Common Stock on the New York Stock Exchange on February 16, 2001, which was \$6.375.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Friedman, Billings, Ramsey Group, Inc., a Virginia corporation (the "Registrant"), relating to an additional 9,900,000 shares of the Registrant's Class A Common Stock, par value \$.01 per share (the "Common Stock"), which may be offered and sold pursuant to the FBR Stock and Annual Incentive Plan (the "Plan"). The contents of the Registration Statement on Form S-8 filed by the Registrant on February 7, 2000, file number 333-96295 (registering the offer and sale of 5,000,000 shares of Common Stock pursuant to the Plan), are incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Registrant heretofore filed with the Securities and Exchange Commission (the "Commission") are hereby incorporated in this Registration Statement by reference:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, filed on March 29, 2000;
- (2) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2000, June 30, 2000 and September 30, 2000;
- (3) The Registrant's Current Reports on Form 8-K filed January 18, 2000, January 31, 2000, April 20, 2000, August 3, 2000, October 27, 2000, November 2, 2000, January 30, 2001, February 6, 2001 and February 13, 2001;
- (4) The description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A filed on December 19, 1997, including any amendments to such Registration Statement hereafter filed; and
- (5) All reports and other documents filed by the Registrant since the end of the fiscal year covered by the Registrant's document referred to in paragraph (1) above pursuant to Sections 13(a) and (c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such reports and documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such

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earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Arlington, Virginia, on this 15th day of February, 2001.

Friedman, Billings, Ramsey Group, Inc.

By: /s/ Emanuel J. Friedman

Emanuel J. Friedman
Chairman and Co-Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Emanuel J. Friedman and Robert S. Smith his true and lawful attorney-in-fact and agent, with full power of substitution, for him in his name, and in any and all capacities, to sign all amendments (including post-effective amendments) to the Registration Statement to which this power of attorney is attached, and to file all such amendments, and all exhibits to them and other documents to be filed in connection with them, with the Securities and Exchange Commission.

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

Table with 3 columns: Signature, Title, Date. Rows include Emanuel J. Friedman (Director, Chairman and Co-Chief Executive Officer), Eric F. Billings (Director, Vice Chairman and Co-Chief Executive Officer), W. Russell Ramsey (Director, President and Co-Chief Executive Officer), Wallace L. Timmeny (Director), and Mark R. Warner (Director). All dates are February 15, 2001.

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Mark R. Warner

/s/ Daniel J. Altobello

Director

February 15, 200

Daniel J. Altobello

/s/ Kurt R. Harrington

Chief Financial Officer and Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

February 15, 200

Kurt R. Harrington

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EXHIBIT INDEX

Exhibit Number	Description
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5	Opinion of McGuireWoods LLP
23.1	Consent of Arthur Andersen LLP
23.2	Consent of McGuireWoods LLP (filed as part of Exhibit 5)
24	Power of Attorney (included on signature page)

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