
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)

4400 BISCAYNE BOULEVARD, 12TH FLOOR
MIAMI, FLORIDA 33137
(Address of Principal Executive Offices)

LADENBURG THALMANN FINANCIAL SERVICES INC.
QUALIFIED EMPLOYEE STOCK PURCHASE 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 Ladenburg Thalmann Financial Services Inc. Qualified Employee Stock Purchase				

Plan	5,000,000	\$1.14(2)	\$5,700,000	\$609.90
TOTAL				\$609.90

- (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 Ladenburg Thalmann Financial Services Inc. Qualified Employee Stock Purchase 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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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The contents of the Registration Statement on Form S-8 (File Nos. 333-101360) previously filed by the Registrant with the Securities and Exchange Commission on November 21, 2002 is incorporated by reference in this Registration Statement.

On September 15, 2006, the Registrant's Board of Directors approved an amendment to the Ladenburg Thalmann Financial Services Inc. Qualified Employee Stock Purchase Plan to increase the number of shares available for issuance under the plan from 5,000,000 shares to 10,000,000 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 5,000,000 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard J. Lampen</u> Richard J. Lampen	President, Chief Executive Officer and Director (Principal Executive Officer)	December 11, 2006
<u>/s/ Diane Chillemi</u> Diane Chillemi	Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	December 11, 2006
<u>/s/ Henry C. Beinstein</u> Henry C. Beinstein	Director	December 11, 2006
<u>Robert J. Eide</u>	Director	
<u>/s/ Dr. Phillip Frost</u> Dr. Phillip Frost	Director	December 11, 2006
<u>/s/ Brian S. Genson</u> Brian S. Genson	Director	December 11, 2006

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

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Incorporated by Reference from Document</u>	<u>No. in Document</u>
4.1	Ladenburg Thalmann Financial Services Inc. Qualified Employee Stock Purchase Plan	A	Exhibit A
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

A. Definitive proxy statement filed with the SEC on October 3, 2002 relating to the annual meeting of shareholders held on November 6, 2002.

Graubard Miller
The Chrysler Building
405 Lexington Avenue
New York, New York 10174

December 11, 2006

Ladenburg Thalmann Financial Services Inc.
4400 Biscayne Boulevard, 12th Floor
Miami, Florida 33137

Dear Sirs:

Reference is made to the Registration Statement on Form S-8 ("Registration Statement") filed by Ladenburg Thalmann Financial Services Inc. ("Company"), a Florida corporation, under the Securities Act of 1933, as amended ("Act"), with respect to options for an aggregate of 5,000,000 shares of common stock, par value \$.0001 per share ("Common Stock"), which may be granted by the Company under the Company's Qualified Employee Stock Purchase Plan (the "Plan").

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company. We have also assumed that in granting future awards under the Plan, the Board of Directors of the Company or the appropriate committee thereunder will exercise its discretion in establishing the terms of such awards within the permissible limits of the law of the State of Florida.

Based upon the foregoing, it is our opinion that the Common Stock to be issued by the Company under the Plan, when sold in accordance with the terms of the Plan and the individual instruments governing their issuance, will be legally issued, fully paid and nonassessable, although they may be subject to contractual restrictions established by the applicable Plan or instruments.

In giving this opinion, we have assumed that all certificates for the Company's shares of Common Stock, prior to their issuance, will be duly executed on behalf of the Company by the Company's transfer agent and registered by the Company's registrar, if necessary, and will conform, except as to denominations, to specimens which we have examined.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the Prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Graubard Miller

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Ladenburg Thalmann Financial Services Inc. Qualified Employee Stock Purchase Plan of our report dated February 16, 2006 (except for Note 14, as to which the date is March 7, 2006), with respect to the consolidated financial statements of Ladenburg Thalmann Financial Services Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission.

/s/ Eisner LLP

New York, New York
December 7, 2006