
Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on March 14, 2013

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933



JANUS CAPITAL
Group

Janus Capital Group Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

43-1804048

(I.R.S. Employer Identification Number)

**151 Detroit Street
Denver, Colorado 80206**

(Address of principal executive offices, including zip code)

Janus Capital Group Inc. 2012 Employment Inducement Award Plan
(Full title of the plan)

**David Grawemeyer, Esq.
Executive Vice President and General Counsel
Janus Capital Group Inc.
151 Detroit Street
Denver, Colorado 80206
(303) 333-3863**

(Name, address and telephone number, including area code, of agent for service)

**Copies to:
Christian O. Nagler, Esq.
Christopher A. Kitchen, Esq.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022**

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, \$0.01 par value	1,000,000	\$ 9.66	\$ 9,660,000	\$ 1,318(2)
(1)	Includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the employee benefit plans described herein as the result of any future stock split, stock dividend or similar adjustment of the Registrant's outstanding common stock.			
(2)	Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sales prices per share of the Common Stock as reported on the New York Stock Exchange on March 12, 2013.			

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

The following documents previously filed with the Securities and Exchange Commission (the "SEC") by Janus Capital Group Inc. (the "Registrant") under the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated by reference in this Registration Statement:

- a) The Annual Report on Form 10-K for the year ended December 31, 2012 filed by the Registrant on February 25, 2013;
- b) The Current Report on Form 8-K filed by the Registrant on January 24, 2013 (Item 5.02 only);
- c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in paragraph (a) above; and
- d) The description of the Registrant's common stock contained in exhibit 99.1 of its Registration Statement on Form 10 (File No. 001-15253) filed on June 15, 2000, pursuant to Section 12 of the Exchange Act, including any amendments or supplements filed for the purpose of updating such descriptions.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be a part hereof from the date of filing such documents.

Any statement contained 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 incorporated by reference herein modified or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. Description of Securities.

Not applicable.

ITEM 5. Interests of Named Experts and Counsel.

Not applicable.

ITEM 6. Indemnification of Directors and Officers.

Set forth below is a description of certain provisions of the amended and restated Certificate of Incorporation (as amended, the "Certificate of Incorporation") of the Registrant, of the amended and restated bylaws (as amended, the "Bylaws") of the Registrant, of certain indemnification agreements with certain of the Registrant's directors and officers (the "Indemnification Agreements") and of the Delaware General Corporation Law ("DGCL") as such provisions relate to the indemnification of the directors and

officers of the Registrant. This description is intended only as summary and is qualified in its entirety by reference to the Certificate of Incorporation, the Bylaws and the Indemnification Agreements incorporated herein by reference and the DGCL.

Section 145 of the DGCL as amended permits a corporation to indemnify any of its directors or officers against expenses (including attorneys'

fees), judgments, fines and amounts paid in settlement, incurred in defense of any action (other than an action by or in the corporation's rights) arising by reason of the fact that he is or was an officer or director of the corporation if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 145 also permits a corporation to indemnify any such officer or director against expenses incurred in an action by the corporation or in its right if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except in respect of any matter as to which such person is adjudged to be liable to the corporation, in which case court approval must be sought for indemnification. This statute requires indemnification of such officers and directors against expenses to the extent they may be successful in defending any such action. This statute provides that it is not exclusive of other indemnification that may be granted by a corporation's bylaws, a vote of stockholders or disinterested directors, agreement or otherwise. The statute permits purchase of liability insurance by a corporation on behalf of officers and directors, and the Registrant has such insurance.

The Registrant's Certificate of Incorporation provides that each person who was or is made a party or is threatened to be made a party to, or is otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, agent, trustee, committee member or representative of the Registrant (or is or was serving at the Registrant's request as a director, officer, employee, agent, trustee, committee member or representative of any other entity, including service with respect to employee benefit plans) shall be indemnified and held harmless by the Registrant, to the full extent permitted by Delaware law, as in effect from time to time, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person acting in such capacity.

In addition, the Certificate of Incorporation provides that the rights to indemnification and the payment of expenses provided thereby shall not be exclusive of any other right which any person may have or acquire under any statute, any provision of its Certificate of Incorporation or amended and restated bylaws, agreement or otherwise.

The Certificate of Incorporation further provides that a director will not be personally liable to the Registrant and its stockholders for any breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (relating to unlawful payment of dividend and unlawful stock purchase and redemption) or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of such provisions shall not adversely affect any right or protection of a director or officer with respect to any conduct of such director or officer occurring prior to such repeal or modification.

The Registrant has entered into Indemnification Agreements with certain of its directors and officers. Such Indemnification Agreements are intended to supplement the Registrant's officers' and directors' liability insurance and to provide those individuals with specific contractual assurance that the protection provided by the Registrant's Certificate of Incorporation will continue to be available regardless of, among other things, an amendment to the Registrant's Certificate of Incorporation or a change in management or control of the Registrant. Such Indemnification Agreements provide for prompt

indemnification to the fullest extent permitted by law and for the prompt advancement of expenses, including attorneys' fees and all other costs and expenses incurred in connection with any action, suit or proceeding in which the director or officer is a witness or other participant, or to which the director or officer is a party, by reason (in whole or in part) of service in such capacities. Such Indemnification Agreements provide a mechanism for court relief if indemnification or expense advances are denied or not received within the periods specified in such agreements. Indemnification and advancement of expenses are also provided with respect to a court proceeding initiated for a determination of rights under such Indemnification Agreements and for certain other matters.

ITEM 7. Exemption from Registration Claimed.

Not applicable.

ITEM 8. Exhibits.

Exhibit No.	Description
3.1	Delaware Certificate of Incorporation as Amended and Restated on June 14, 2000, is hereby incorporated by reference from Exhibit 3.1.1 to Janus' Registration Statement on Form 10 declared effective on June 15, 2000 (File No. 001-15253).
3.2	Delaware Certificate of Amendment of Amended and Restated Certificate of Incorporation dated May 18, 2012 is hereby incorporated by reference from Exhibit 3.1 to Janus' Current Report on Form 8-K filed on May 18, 2012.
3.3	Bylaws of Janus Capital Group Inc. as Amended and Restated on October 21, 2008, is hereby incorporated by reference from Exhibit 3.1 to Janus' Form 10-Q for the quarter ended September 30, 2008 (File No. 001-15253).
3.4	First Amendment to the Amended and Restated Bylaws of Janus is hereby incorporated by reference from Exhibit 3.2 to Janus' Current Report on Form 8-K filed on May 18, 2012.

- 4.1 Janus Capital Group Inc. 2012 Employment Inducement Award Plan is hereby incorporated by reference from Exhibit 10.8 to Janus' Form 10-K for the year ended December 31, 2011 (File No. 001-15253).
- 5.1 Opinion of Kirkland & Ellis LLP.
- 10.1 Representative Director Indemnification Agreement is hereby incorporated by reference for Exhibit 10.1 to Janus' Registration Statement on Form 10 declared effective on June 15, 2000 (File No. 001-15253).
- 10.2 Representative Officer Indemnification Agreement is hereby incorporated by reference for Exhibit 10.2 to Janus' Registration Statement on Form 10 declared effective on June 15, 2000 (File No. 001-15253).
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
- 24.1 Powers of Attorney (included on signature page).

ITEM 9. Undertakings.

1. The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

5

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represents no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof, and

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such

6

indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 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 Denver, State of Colorado, on March 14, 2013.

JANUS CAPITAL GROUP INC.

By: /s/ Bruce L. Koepfgen

Name: Bruce L. Koepfgen

Title: Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned directors and officers of the Registrant hereby severally constitute and appoint each of Bruce L. Koepfgen and David Grawemeyer, as attorneys-in-fact for the undersigned, in any and all capacities, with full power of substitution, to sign any and all amendments to this registration statement, and to file the same with exhibits thereto and other documents in connection therewith, including any registration statement or post-effective amendment filed pursuant to Rule 462(b) under the Securities Act of 1933, with the SEC, granting unto said attorneys-in-fact, 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 they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, 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 on Form S-8 has been signed as of the 14th day of March, 2013 by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Richard M. Weil</u> Richard M. Weil	Director and Chief Executive Officer
<u>/s/ Bruce L. Koepfgen</u> Bruce L. Koepfgen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Brennan A. Hughes</u> Brennan A. Hughes	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Glenn Schafer</u> Glenn Schafer	Chairman of the Board

<u>Signature</u>	<u>Title</u>
<u>/s/ Timothy K. Armour</u> Timothy K. Armour	Director
<u>/s/ Paul F. Balsler</u> Paul F. Balsler	Director
<u>/s/ G. Andrew Cox</u> G. Andrew Cox	Director
<u>/s/ Jeffrey J. Diermeier</u>	

Jeffrey J. Diermeier

Director

/s/ J. Richard Fredericks

J. Richard Fredericks

Director

/s/ Deborah R. Gatzek

Deborah R. Gatzek

Director

/s/ Lawrence E. Kochard

Lawrence E. Kochard

Director

/s/ Jock Patton

Jock Patton

Director

/s/ Seiji Inagaki

Seiji Inagaki

Director

9

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Delaware Certificate of Incorporation as Amended and Restated on June 14, 2000, is hereby incorporated by reference from Exhibit 3.1.1 to Janus' Registration Statement on Form 10 declared effective on June 15, 2000 (File No. 001-15253).
3.2	Delaware Certificate of Amendment of Amended and Restated Certificate of Incorporation dated May 18, 2012 is hereby incorporated by reference from Exhibit 3.1 to Janus' Current Report on Form 8-K filed on May 18, 2012.
3.3	Bylaws of Janus Capital Group Inc. as Amended and Restated on October 21, 2008, is hereby incorporated by reference from Exhibit 3.1 to Janus' Form 10-Q for the quarter ended September 30, 2008 (File No. 001-15253).
3.4	First Amendment to the Amended and Restated Bylaws of Janus is hereby incorporated by reference from Exhibit 3.2 to Janus' Current Report on Form 8-K filed on May 18, 2012.
4.1	Janus Capital Group Inc. 2012 Employment Inducement Award Plan is hereby incorporated by reference from Exhibit 10.8 to Janus' Form 10-K for the year ended December 31, 2011 (File No. 001-15253).
5.1	Opinion of Kirkland & Ellis LLP.
10.1	Representative Director Indemnification Agreement is hereby incorporated by reference for Exhibit 10.1 to Janus' Registration Statement on Form 10 declared effective on June 15, 2000 (File No. 001-15253).
10.2	Representative Officer Indemnification Agreement is hereby incorporated by reference for Exhibit 10.2 to Janus' Registration Statement on Form 10 declared effective on June 15, 2000 (File No. 001-15253).
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (included on signature page).

10

[\(Back To Top\)](#)

Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, New York 10022

(212) 446-4800

www.kirkland.com

March 14, 2013

Facsimile:
(212) 446-6460

Janus Capital Group Inc.
151 Detroit Street
Denver, Colorado 80206

Ladies and Gentlemen:

We are acting as special counsel to Janus Capital Group Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 (such Registration Statement, as amended or supplemented, is hereinafter referred to as the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on or about March 14, 2013 under the Securities Act of 1933, as amended (the "Securities Act"), by the Company. The Registration Statement relates to the offering of up to 1,000,000 shares of common stock, \$0.01 par value per share, of the Company (the "Shares"), under the Janus Capital Group Inc. 2012 Employment Inducement Award Plan (the "Plan").

For purposes of this letter, we have examined such documents, records, certificates, resolutions and other instruments deemed necessary as a basis for this opinion, and we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon and subject to the assumptions and limitations stated in this letter, we advise you that that the Shares have been duly authorized and, when (i) the Registration Statement related to the Shares becomes effective under the Act and (ii) the Shares have been duly issued in accordance with the terms and conditions of the Plan and the Company's Certificate of Incorporation as Amended and Restated (the "Certificate of Incorporation") and Bylaws, the Shares will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares which the Company is authorized to issue in the Certificate of Incorporation exceeds the number of shares outstanding and the number of shares which the Company is obligated to issue (or had otherwise reserved for issuance) for any

Hong Kong London Los Angeles Munich New York Palo Alto San Francisco Shanghai Washington, D.C.

purposes other than issuances in connection with the Plan by at least the number of Shares which may be issued in connection with the Plan and we have assumed that such condition will remain true at all future times relevant to this opinion. We have assumed that the Company will cause certificates, if any, representing the Shares issued in the future to be properly executed and delivered and will take all other actions appropriate for the issuances of such Shares. Our opinion assumes that the Registration Statement related to the Shares will become effective under the Act before any Shares covered by such Registration Statement are sold.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the present laws of the State of Delaware be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Sincerely,

/S/ KIRKLAND & ELLIS LLP

[\(Back To Top\)](#)

Section 3: EX-23.1 (EX-23.1)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of Janus Capital Group Inc. (the “Company”) and the effectiveness of the Company’s internal control over financial reporting dated February 25, 2013, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2012.

/s/ Deloitte & Touche LLP
Denver, Colorado
March 14, 2013

[\(Back To Top\)](#)