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## Section 1: S-8 (S-8)

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

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM S-8

### REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



**JANUS CAPITAL**  
Group

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## 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. 2010 Long-Term Incentive Stock Plan**  
(Full title of the plan)

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**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

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Title of Securities To	Amount To	Proposed Maximum	Proposed Maximum	Amount of
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	Be Registered	Be Registered (1)	Offering Price Per Share	Aggregate Offering Price	Registration Fee
Common Stock, \$0.01 par value		9,000,000	\$ 9.66	\$ 86,940,000	\$ 11,859(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.				

## EXPLANATORY NOTE

Previously Janus Capital Group Inc. (the "Registrant") registered 4,400,000 shares of Common Stock under the Janus Capital Group Inc. 2010 Long-Term Incentive Stock Plan (the "2010 Plan") pursuant to a Registration Statement on Form S-8 (File No. 333-166383) filed on April 29, 2010 (the "2010 Registration Statement"). This Registration Statement on Form S-8 is being filed solely to register the additional 9,000,000 shares of Common Stock that may be issued under the 2010 Plan listed herein which were added to the 2010 Plan by amendment approved by a vote of the Registrant's stockholders on April 26, 2012. Pursuant to General Instruction E to Form S-8, the contents of the 2010 Registration Statement are incorporated into this Registration Statement by reference.

## 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 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 5. Interests of Named Experts and Counsel.

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. 2010 Long-Term Incentive Stock Plan is hereby incorporated by reference from Appendix B to Janus' Definitive Proxy Statement on Schedule 14A filed on March 18, 2010 (File No. 001-15253).
- 4.2 Amendment No. 1 to Janus Capital Group Inc. 2010 Long-Term Incentive Stock Plan is hereby incorporated by reference from Appendix C to Janus' Definitive Proxy Statement on Schedule 14A filed on March 16, 2012 (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).

**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)

/s/ Glenn Schafer

Glenn Schafer

Chairman of the Board

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**Signature**

**Title**

/s/ Timothy K. Armour

Timothy K. Armour

Director

/s/ Paul F. Balser

Paul F. Balser

Director

/s/ G. Andrew Cox

G. Andrew Cox

Director

/s/ Jeffrey J. Diermeier

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

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## EXHIBIT INDEX

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## 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 9,000,000 shares of common stock, \$0.01 par value per share, of the Company (the "Shares"), under the Janus Capital Group Inc. 2010 Long-Term Incentive Stock 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

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

KIRKLAND & ELLIS LLP

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## 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

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