

DIAMOND HILL INVESTMENT GROUP INC

Form S-8

January 21, 2009

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the filing fee on the basis of \$56.43 per share, which represents the average of the high and the low prices of the Registrant's Common Stock reported on the NASDAQ Global Market on January 16, 2009.

- (3) Consists of additional shares authorized under

the evergreen provision of the 2005 Employee and Director Equity Incentive Plan (the Plan). Pursuant to such provision, on the last day of the Fiscal Year beginning in 2005, the number of shares authorized for issuance under the Plan is automatically increased by a number equal to the lesser of: (A) 100,000 Shares, (B) 5% of the Company s total outstanding Shares on such date, or (C) a lesser amount determined by the Board of Directors of the Company.

- (4) On August 12, 2005, the Registrant filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, a Registration Statement on Form S-8 (File No. 333-127473) (the First Registration Statement) registering 500,000 shares of its Common Stock, no par value, for issuance under its Plan. On

May 12, 2006, the Registrant filed Post-Effective Amendment No. 1 to the Registrant's Registration Statement registering 87,795 additional shares of its Common Stock, no par value, for issuance under the Plan (the S-8 POS 1). A filing fee of \$396.62 was paid in connection with \$3,706,705 of Common Stock that was not sold under the S-8 POS 1. On February 13, 2007, the Registrant filed Post-Effective Amendment No 2 to the Registrant's Registration Statement registering 91,921 additional shares of its Common Stock, no par value, for issuance under the Plan (the S-8 POS 2). A filing fee of \$1,094.20 was paid in connection with \$10,226,211 of Common Stock that was not sold under the S-8 POS 2. On December 19, 2008, the Registrant filed a Registration Statement on Form S-8 (file number 333-156331) (the

Second
Registration
Statement)
registering
279,716 shares of
its Common
Stock, no par
value, for issuance
under its Plan.
Pursuant to
Rule 457(p) under
the Securities Act,
the \$1490.82
aggregate filing
fees for such
unsold Common
Stock under S-8
POS 1 and S-8
POS 2 is entitled
to be used to offset
future filing fees.
The entire \$657.92
filing fee due in
connection with
the Second
Registration
Statement was
paid through offset
against the
\$1490.82, leaving
a balance of
\$832.90 remaining
to offset future
registration fees in
accordance with
Rule 457(p). The
entire \$221.77
filing fee due in
connection with
this Registration
Statement is being
paid through offset
against the
\$832.90. The
unused \$611.13
remaining after the
filing of this
Registration
Statement may be
used to offset
future registration

fees in accordance
with Rule 457(p).

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional 100,000 shares of Common Stock of Diamond Hill Investment Group, Inc. (the Company or Registrant) authorized for issuance under its 2005 Employee and Director Equity Incentive Plan (the Plan). These additional shares have become authorized for issuance as a result of the operation of the evergreen provision contained in the Plan. This provision provides for annual increases in the shares authorized for issuance under the Plan pursuant to a specified formula. Following the registration of these additional shares, the Company will have registered an aggregate of 879,716 shares to be issued upon exercise of all outstanding options to purchase Common Stock granted under the Plan.

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**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents By Reference

The following documents filed by the Company with the Commission are incorporated by reference into this Registration Statement:

- (a) The Company's Registration Statement on Form S-8 (file No. 333-127473) filed with the Commission on August 12, 2005.
- (b) The Company's Registration Statement on Form S-8 (file No. 333-156331) filed with the Commission on December 19, 2008.

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- (c) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, (the Act), except for information furnished under Current Reports on Form 8-K, which is not deemed filed and not incorporated herein by reference.

In addition, any document filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all shares of the Company's Common Stock registered hereunder have been sold or that deregisters all such shares of Common Stock then remaining unsold, will be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is 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 statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

| Exhibit Number | Description |
|---------------------------|---------------------------------------------------------------------------------------|
| 4.1 | Diamond Hill Investment Group, Inc. 2005 Employee and Director Equity Incentive Plan* |
| 5.1 | Opinion of Counsel as to legality of securities being registered. |
| 23.2 | Consent of Counsel (contained in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on signature page hereto). |

* Previously filed and incorporated by reference from the Company's First Registration Statement filed August 12, 2005 (File No. 333-127473), with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

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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 Columbus, State of Ohio, on January 21, 2009.

**DIAMOND HILL INVESTMENT GROUP,
INC.**

By: /s/ R. H. Dillon
R. H. Dillon, President and Chief Executive
Officer
(Principal Executive Officer)

By: /s/ James F. Laird, Jr.
James F. Laird, Jr., Chief Financial Officer
(Principal Financial and Accounting Officer)

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Each person whose signature appears below hereby constitutes and appoints each of R. H. Dillon and James F. Laird, Jr., his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, in connection with this Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the Registrant this Registration Statement, with all exhibits hereto, and other documents in connection herewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and things requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on January 21, 2009 in the capacities indicated:

| Signature | Title |
|----------------------------------------------------------|-------------------------------------------------|
| /s/ R. H. Dillon (R. H. Dillon) | Director, President and Chief Executive Officer |
| /s/ David P. Lauer (David P. Lauer) | Director |
| /s/ Dr. James G. Mathias (Dr. James G. Mathias) | Director |
| /s/ Diane D. Reynolds (Diane D. Reynolds) | Director |
| /s/ David R. Meuse (David R. Meuse) | Director |
| /s/ Donald B. Shackelford (Donald B. Shackelford) | Director |