

BIMINI MORTGAGE MANAGEMENT INC  
Form S-8 POS  
October 28, 2004

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As Filed with the Securities and Exchange Commission on October 28, 2004

Registration No. 333-119832

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE  
AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**BIMINI MORTGAGE MANAGEMENT INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or Other Jurisdiction of Incorporation or Organization)

**72-1571637**

(I.R.S. Employer Identification No.)

**3305 Flamingo Drive, Suite 100, Vero Beach, Florida 32963**

(Address of Principal Executive Offices)

**2003 Long Term Incentive Compensation Plan**

(Full Title of the Plan)

**Jeffrey J. Zimmer**

**Bimini Mortgage Management, Inc.**

**3305 Flamingo Drive, Suite 100**

**Vero Beach, Florida 32963**

(Name and Address of Agent For Service)

**(772) 231-1400**

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

*Copies to:*

**Robert E. King, Esq.  
Clifford Chance US LLP  
31 West 52nd Street**

**New York, New York 10019**  
**(212) 878-8000**

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**EXPLANATORY NOTE**

This Amendment No. 1 is being filed for the sole purpose of filing a revised Exhibit 23.2. Due to an inadvertent filing error, the signature was omitted from the original exhibit. The contents of the Initial Registration Statement are hereby incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Vero Beach, in the State of Florida, on this 26<sup>th</sup> day of October, 2004.

BIMINI MORTGAGE MANAGEMENT, INC.

By: /s/ JEFFREY J. ZIMMER

Name: Jeffrey J. Zimmer  
 Title: Chairman and Chief Executive Officer

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 indicated on the 26<sup>th</sup> day of October, 2004.

| Name                            | Title  |
|---------------------------------|--|
| <u>/s/ JEFFREY J. ZIMMER</u>    | Chairman and Chief Executive Officer (Principal Executive Officer) |
| Jeffrey J. Zimmer               |  |
| <u>/s/ ROBERT E. CAULEY</u>     | Chief Financial Officer and Director (Principal Financial Officer) |
| Robert E. Cauley                |  |
| *                               | Director   |
| <u>Kevin L. Bespolka</u>        |  |
| *                               | Director   |
| <u>Maureen A. Hendricks</u>     |  |
| *                               | Director   |
| <u>W. Christopher Mortenson</u> |  |
| *                               | Director   |
| <u>Buford H. Ortale</u>         |  |
| <u>/s/ AMBER K. LUEDKE</u>      | Treasurer (Principal Accounting Officer)                           |
| Amber K. Luedke                 |  |

\*By: /s/ JEFFREY J. ZIMMER  
 Jeffrey J. Zimmer  
 Attorney-in-fact for each of the  
 persons indicated

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 4.1           | Company's Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-11 (Registration No. 333-113715)).                              |
| 4.2           | Company's Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-11 (Registration Statement No. 333-113715)).  |
| 4.3           | Bimini Mortgage Management, Inc. 2003 Long Term Incentive Compensation Plan incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-11 (Registration Statement No. 333-113715)). |
| 5.1*          | Opinion of Clifford Chance US LLP as to the legality of the securities being registered.   |
| 23.1*         | Consent of Clifford Chance US LLP (included in Exhibit 5.1)  |
| 23.2**        | Consent of Ernst & Young LLP   |
| 24.1*         | Power of Attorney (included on the signature page)   |

\*  
Previously filed.

\*\*  
Filed herewith.

EX-1

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