

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Form F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Marex Group plc
(Exact Name of Registrant as Specified in its Charter)

Not Applicable
(Translation of Registrant's Name into English)

England and Wales
(State or Other Jurisdiction of
Incorporation or Organization)

6200
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification No.)

155 Bishopsgate
London EC2M 3TQ
United Kingdom
+44 2076 556000

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Marex Capital Markets Inc.
140 East 45th Street, 10th Floor
New York, New York 10017

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

Copies to:

Anna T. Pinedo
Ryan Castillo
Mayer Brown LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 506-2275

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-282656)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933. Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

This registration statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement (the "Registration Statement") is being filed with the U.S. Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of up to \$600,000,000 in aggregate principal amount of Senior Notes due Nine Months or More from Date of Issue (the "notes"), of Marex Group plc (the "Registrant") contemplated by the Registration Statement on Form F-1 (File No. 333-282656), initially filed with the Commission by the Registrant on October 15, 2024 (as amended by Amendment No. 1 thereto filed on October 22, 2024, the "Initial Registration Statement"), and is being filed for the sole purpose of registering an additional \$100,000,000 in aggregate principal amount of the notes. The additional notes that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Filing Fee Table filed as exhibit 107 to the Initial Registration Statement. The contents of the Initial Registration Statement, which was declared effective by the Commission on October 28, 2024, including the exhibits thereto, are incorporated by reference into this Registration Statement.

EXHIBIT INDEX

Exhibit No.	Description	Incorporation by Reference			
		Form	File No.	Exhibit No.	Filing Date
5.1	Opinion of Mayer Brown International LLP, special English counsel to the Registrant, as to the validity of the notes under English law	F-1	333-282656	5.1	October 15, 2024
5.2	Opinion of Mayer Brown LLP, special U.S. counsel to the Registrant, as to the legality of the notes under New York law	F-1	333-282656	5.2	October 15, 2024
8.1	Opinion of Mayer Brown International LLP as to certain matters under United Kingdom taxation	F-1	333-282656	8.1	October 15, 2024
8.2	Opinion of Mayer Brown LLP as to certain matters under United States federal income taxation	F-1	333-282656	8.2	October 15, 2024
23.1*	Consent of Deloitte LLP, an independent registered public accounting firm				
23.2	Consent of Mayer Brown International LLP (included in Exhibit 5.1)	F-1	333-282656	23.2	October 15, 2024
23.3	Consent of Mayer Brown LLP (included in Exhibit 5.2)	F-1	333-282656	23.3	October 15, 2024
23.4	Consent of Mayer Brown International LLP (included in Exhibit 8.1)	F-1	333-282656	23.4	October 15, 2024
23.5	Consent of Mayer Brown LLP (included in Exhibit 8.2)	F-1	333-282656	23.5	October 15, 2024
24.1	Power of Attorney (incorporated by reference to the signature page of the Initial Registration Statement)	F-1	333-282656	24.1	October 15, 2024
107	Calculation of Filing Fee Table				

* Filed herewith.

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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, the United Kingdom on October 31, 2024.

Marex Group plc

By: /s/ Ian Lowitt

Name: Ian Lowitt

Title: 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 on October 31, 2024 in the capacities indicated:

Name	Title
/s/ Ian Lowitt Ian Lowitt	Chief Executive Officer and Director (principal executive officer)
/s/ Robert Irvin Robert Irvin	Chief Financial Officer and Director (principal financial officer and principal accounting officer)
* Robert Pickering	Chair of the Board of Directors
* Madelyn Antoncic	Director
* Konstantin Graf von Schweinitz	Director
* Sarah Ing	Director
* Linda Myers	Director
* Roger Nagioff	Director
* John W. Pietrowicz	Director
* Henry Richards	Director

*By: /s/ Robert Irvin
Robert Irvin
Attorney-in-fact

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Marex Group plc has signed this registration statement on October 31, 2024.

Marex Capital Markets, Inc.

By: /s/ Michael Conti
Name: Michael Conti
Title: Head of Legal - North America

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form F-1 MEF of our report dated 26 March 2024, relating to the financial statements of Marex Group plc, included in Registration Statement No. 333-282656 on Form F-1 of Marex Group plc. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte LLP

London, United Kingdom

31 October 2024

CALCULATION OF FILING FEE TABLES

FORM F-1

(Form Type)

MAREX GROUP PLC

(Exact Name of Registrant as Specified in its Articles of Association)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Debt	Senior Notes due nine months or more from date of issue (the "Senior Notes")	Rule 457(o)	\$100,000,000	100% ⁽²⁾	\$100,000,000	\$153.10 per \$1,000,000	\$15,310				
Carry Forward Securities												
Carry Forward Securities	N/A		N/A	N/A	N/A	N/A						
	Total Offering Amounts						\$100,000,000					
	Total Fees Previously Paid						\$0					
	Total Fee Offsets						\$0					
	Net Fee Due						\$15,310 ⁽³⁾					

⁽¹⁾ Represents only the \$100,000,000 in additional aggregate principal amount of Senior Notes being registered. Does not include the Senior Notes that the registrant previously registered on the Registration Statement on Form F-1 (File No. 333-282656) filed on October 15, 2024, as amended by Amendment No. 1 thereto filed on October 22, 2024 (as amended, the "Prior Registration Statement").

⁽²⁾ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. The Senior Notes will be issued in minimum denominations of \$1,000 in principal amount, increased in integral multiples of \$1,000 in principal amount.

⁽³⁾ The registrant previously registered Senior Notes on the Prior Registration Statement having a maximum principal amount of \$600,000,000. The Prior Registration Statement was declared effective by the Securities and Exchange Commission on October 28, 2024. In accordance with Rule 462(b) under the Securities Act, an additional amount of Senior Notes having a proposed maximum aggregate principal amount of \$100,000,000 is hereby registered.