

DIAMOND HILL INVESTMENT GROUP INC

Form 10-Q

May 09, 2007

**Table of Contents**

**U.S. Securities and Exchange Commission  
Washington, D.C. 20549  
Form 10-Q  
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended March 31, 2007  
Commission file number 000-24498  
DIAMOND HILL INVESTMENT GROUP, INC  
(Exact name of registrant as specified in its charter)**

Ohio

65-0190407

(State of incorporation)

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

325 John H. McConnell Blvd, Suite 200, Columbus, Ohio 43215

(Address, including Zip Code, of principal executive offices)

(614) 255-3333

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes:  No:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer:  Accelerated filer:  Non-accelerated filer:

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes:  No:

The number of shares outstanding of the issuer's common stock, as of the latest practicable date, April 30, 2007 is 2,139,245 shares

DIAMOND HILL INVESTMENT GROUP, INC.

|   | PAGE |
|---|------|
| <u>Part I: FINANCIAL INFORMATION</u>  | 3    |
| <u>Item 1. Consolidated Financial Statements</u>  | 3    |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation</u> | 15   |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>                           | 19   |
| <u>Item 4. Controls and Procedures</u>  | 19   |
| <u>Part II: OTHER INFORMATION</u>   | 19   |
| <u>Item 1. Legal Proceedings</u>  | 19   |
| <u>Item 1A. Risk Factors</u>  | 19   |
| <u>Item 2. Unregistered Sales of Equity Securities and use of Proceeds</u>                          | 19   |
| <u>Item 3. Defaults Upon Senior Securities</u>  | 19   |
| <u>Item 4. Submission of Matters to a Vote of Security Holders</u>                                  | 19   |
| <u>Item 5. Other Information</u>  | 19   |
| <u>Item 6. Exhibits</u>   | 20   |
| <u>Signatures</u>   | 21   |
| <u>EX-31.1</u>  |      |
| <u>EX-31.2</u>  |      |
| <u>EX-32.1</u>  |      |

**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1: Financial Statements****Diamond Hill Investment Group, Inc.****Consolidated Balance Sheets (unaudited)**

|   | 3/31/2007     | 12/31/2006    |
|---|---------------|---------------|
| <b>ASSETS</b>   |               |               |
| Cash and cash equivalents   | \$ 4,230,734  | \$ 9,836,989  |
| Investment portfolio  | 18,990,962    | 19,108,682    |
| Accounts receivable   | 5,247,928     | 6,924,008     |
| Prepaid expenses  | 1,139,981     | 869,501       |
| Furniture and equipment, net of depreciation and other assets   | 587,899       | 497,297       |
| <br>  |               |               |
| Total assets  | \$ 30,197,504 | \$ 37,236,477 |
| <br>  |               |               |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |               |               |
| Liabilities   |               |               |
| Accounts payable and accrued expenses   | 1,128,344     | 1,217,114     |
| Accrued incentive compensation  | 2,388,330     | 13,637,000    |
| Current and deferred taxes  | 1,899,106     | 1,899,106     |
| <br>  |               |               |
| Total Liabilities   | 5,415,780     | 16,753,220    |
| <br>  |               |               |
| Commitments and contingencies   |               |               |
| <br>  |               |               |
| Shareholders Equity   |               |               |
| Common stock, no par value 7,000,000 shares authorized; 2,140,319 issued<br>2,138,881 outstanding at March 31, 2007 1,838,435 outstanding at<br>December 31, 2006 | 19,650,661    | 16,515,256    |
| Preferred stock, undesignated, 1,000,000 shares authorized and unissued   |               |               |
| Treasury stock, at cost 1,438 shares at March 31, 2007 10,037 shares at<br>December 31, 2006  | (116,022)     | (95,736)      |
| Deferred compensation   | (2,461,193)   | (2,355,499)   |
| Retained earnings   | 7,708,278     | 6,419,236     |
| <br>  |               |               |
| Total shareholders equity   | 24,781,724    | 20,483,257    |
| <br>  |               |               |
| Total liabilities and shareholders equity   | \$ 30,197,504 | \$ 37,236,477 |

See notes to consolidated financial statements.

**Table of Contents****Diamond Hill Investment Group, Inc.  
Consolidated Statements of Income (unaudited)**

|                                     | Three Months Ended March 31, |                     |
|-------------------------------------|------------------------------|---------------------|
|                                     | 2007                         | 2006                |
| <b>REVENUES:</b>                    |                              |                     |
| Investment advisory                 | \$ 7,881,405                 | \$ 3,381,657        |
| Performance incentive               | 4,297                        | 1,613,227           |
| Mutual fund administration, net     | 1,469,041                    | 585,232             |
| <br>                                |                              |                     |
| Total revenue                       | 9,354,743                    | 5,580,116           |
| <br>                                |                              |                     |
| <b>OPERATING EXPENSES:</b>          |                              |                     |
| Compensation and related costs      | 4,667,463                    | 3,372,511           |
| General and administrative          | 566,412                      | 247,935             |
| Sales and marketing                 | 101,494                      | 57,444              |
| Third party distribution            | 379,334                      | 91,030              |
| Mutual fund administration          | 552,974                      | 316,941             |
| <br>                                |                              |                     |
| Total operating expenses            | 6,267,677                    | 4,085,861           |
| <br>                                |                              |                     |
| <b>NET OPERATING INCOME</b>         | <b>3,087,066</b>             | <b>1,494,255</b>    |
| <br>                                |                              |                     |
| Investment return                   | (30,460)                     | 425,118             |
| <br>                                |                              |                     |
| <b>INCOME BEFORE TAXES</b>          | <b>3,056,606</b>             | <b>1,919,373</b>    |
| <br>                                |                              |                     |
| Income tax provision                | (1,062,193)                  | (666,761)           |
| <br>                                |                              |                     |
| <b>NET INCOME</b>                   | <b>\$ 1,994,413</b>          | <b>\$ 1,252,612</b> |
| <br>                                |                              |                     |
| Earnings per share                  |                              |                     |
| Basic                               | \$ 0.98                      | \$ 0.71             |
| Diluted                             | \$ 0.91                      | \$ 0.58             |
| <br>                                |                              |                     |
| Weighted average shares outstanding |                              |                     |
| Basic                               | 2,029,958                    | 1,762,818           |
| Diluted                             | 2,195,772                    | 2,172,183           |

See notes to consolidated financial statements.

4

---

**Table of Contents****Diamond Hill Investment Group, Inc.  
Consolidated Statement of Shareholders' Equity (unaudited)**

|  | Shares<br>Outstanding | Common<br>Stock | Treasury<br>Stock | Deferred<br>Compensation | Retained<br>Earnings<br>(Deficit) | Total         |
|--|-----------------------|-----------------|-------------------|--------------------------|-----------------------------------|---------------|
| Balance at January 1,<br>2007                                | 1,838,435             | \$ 16,515,256   | \$ (95,736)       | \$ (2,355,499)           | \$ 6,419,236                      | \$ 20,483,257 |
| Deferred<br>compensation                                     | 3,000                 | 333,720         |                   | (333,720)                |                                   |               |
| Recognition of<br>current year deferred<br>compensation      |                       |                 |                   | 228,026                  |                                   | 228,026       |
| Issuance of stock<br>grants                                  | 57,254                | 5,628,641       |                   |                          |                                   | 5,628,641     |
| FAS 123R<br>compensation<br>expense                          |                       | 3,015           |                   |                          |                                   | 3,015         |
| Tax benefit from<br>options and warrants<br>exercised        |                       | 1,062,192       |                   |                          |                                   | 1,062,192     |
| Payment of taxes<br>withheld related to<br>option exercises  | (81,833)              | (7,675,676)     |                   |                          |                                   | (7,675,676)   |
| Purchase of treasury<br>stock related to option<br>exercises | (15,554)              |                 | (1,342,148)       |                          |                                   | (1,342,148)   |
| Sale of treasury stock                                       | 24,153                | 122,811         | 1,321,862         |                          | (705,371)                         | 739,302       |
| Exercise of<br>options/warrants for<br>common stock          | 313,426               | 3,660,702       |                   |                          |                                   | 3,660,702     |
| Net income   |                       |                 |                   |                          | 1,994,413                         | 1,994,413     |
| Balance at March 31,<br>2007                                 | 2,138,881             | \$ 19,650,661   | \$ (116,022)      | \$ (2,461,193)           | \$ 7,708,278                      | \$ 24,781,724 |

See notes to consolidated financial statements.

**Table of Contents****Diamond Hill Investment Group, Inc.  
Consolidated Statements of Cash Flow (unaudited)**

|   | Three Months Ended March 31, |              |
|---|------------------------------|--------------|
|   | 2007                         | 2006         |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                  |                              |              |
| Net Income  | \$ 1,994,413                 | \$ 1,252,612 |
| Adjustments to reconcile net income to net cash used in operating activities: |                              |              |
| Depreciation on furniture and equipment                                       | 27,140                       | 10,161       |
| Amortization of deferred compensation   | 228,026                      | 21,394       |
| (Increase) decrease in accounts receivable                                    | 1,676,080                    | (649,339)    |
| Increase in deferred taxes  | 1,062,193                    | 666,761      |
| Stock option expense  | 3,015                        | 15,411       |
| (Increase) decrease in unrealized gains                                       | 155,820                      | (378,792)    |
| Increase (decrease) in accrued liabilities                                    | (11,337,440)                 | 1,074,328    |
| Other changes in assets and liabilities                                       | (270,480)                    | (78,644)     |
| Net cash provided by (used in) operating activities                           | (6,461,233)                  | 1,933,892    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                  |                              |              |
| Purchase of property and equipment  | (117,742)                    | (10,200)     |
| Investment portfolio activity   | (38,100)                     | (2,117,903)  |
| Net cash used in investing activities   | (155,842)                    | (2,128,103)  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                  |                              |              |
| Payment of taxes withheld on option/warrant exercises                         | (7,675,676)                  |              |
| Proceeds from common stock issuance   | 8,706,782                    | 176,157      |
| Purchase of treasury stock  | (1,342,148)                  |              |
| Sale of treasury stock  | 1,321,862                    | 64,619       |
| Net cash provided by financing activities                                     | 1,010,820                    | 240,776      |
| <b>CASH AND CASH EQUIVALENTS</b>  |                              |              |
| Net change during the period  | (5,606,255)                  | 46,565       |
| At beginning of period  | 9,836,989                    | 2,532,334    |
| At end of period  | \$ 4,230,734                 | \$ 2,578,899 |
| Cash paid during the period for:  |                              |              |
| Interest  |                              |              |
| Income taxes  |                              |              |
| See notes to consolidated financial statements.                               |                              |              |



**Table of Contents**

**Diamond Hill Investment Group, Inc.**

**Notes to Consolidated Financial Statements (unaudited)**

Note 1 Organization

Diamond Hill Investment Group, Inc. (the Company) was incorporated as a Florida corporation in April 1990 and in May 2002 merged into an Ohio corporation formed for the purpose of reincorporating in Ohio, where the Company's principal place of business is located. The Company has two operating subsidiaries.

Diamond Hill Capital Management, Inc. (DHCM), an Ohio corporation, is a wholly owned subsidiary of the Company and a registered investment adviser. DHCM is the investment adviser to the Diamond Hill Funds (the Funds), a series of open-end mutual funds, private investment funds (the Private Funds), and also offers advisory services to institutional and individual investors.

Diamond Hill GP (Cayman) Ltd. (DHGP) was incorporated in the Cayman Islands as an exempted company on May 18, 2006 for the purpose of acting as the general partner of a Cayman Islands exempted limited partnership, which partnership will act as a master fund for Diamond Hill Offshore Ltd., a Cayman Islands exempted company; and Diamond Hill Investment Partners II, L.P., an Ohio limited partnership. Diamond Hill GP (Cayman) Ltd. has no operating activity.

Note 2 Significant Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses for the periods. Actual results could differ from those estimates. The following is a summary of the Company's significant accounting policies:

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year financial presentation.

Principles of Consolidation

The accompanying consolidated financial statements include the operations of the Company, DHCM, and DHGP. All material inter-company transactions and balances have been eliminated in consolidation.

Segment Information

SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, establishes disclosure requirements relating to operating segments in annual and interim financial statements. Management has determined that the Company operates in one business segment, namely as an investment adviser managing mutual funds, separate accounts, and private investment funds.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and money market funds.

Accounts Receivable

Accounts receivable are recorded when they are due and are presented in the balance sheet, net of any allowance for doubtful accounts. Accounts receivable are written off when they are determined to be uncollectible. Any allowance for doubtful accounts is estimated based on the Company's historical losses, existing conditions in the industry, and the financial stability of those individuals or entities that owe the receivable. No allowance for doubtful accounts was deemed necessary at March 31, 2007 or December 31, 2006.

**Table of Contents**

Note 2 **Significant Accounting Policies (Continued)**

**Valuation of Investment Portfolio**

Investments in mutual funds are valued at their current net asset value. Investments in Private Funds are valued based on readily available market quotations. The market value adjustments on the investments are recorded in the Consolidated Statement of Income as investment returns.

**Limited Partnership Interests**

DHCM is the managing member of Diamond Hill General Partner, LLC, the General Partner of Diamond Hill Investment Partners, LP ( DHIP ) and Diamond Hill Investment Partners II, LP ( DHIP II ), each a limited partnership whose underlying assets consist of marketable securities. DHCM's investment in DHIP and DHIP II is accounted for using the equity method, under which DHCM's share of the net earnings or losses from the partnership is reflected in income as earned and distributions received are reflected as reductions from the investment. Several directors, officers and employees of the Company invest in DHIP and DHIP II through Diamond Hill General Partner, LLC. These individuals receive no remuneration as a result of their personal investment in DHIP or DHIP II. The capital of Diamond Hill General Partner, LLC is not subject to a management fee or an incentive fee.

**Property and Equipment**

Property and equipment, consisting of computer equipment, furniture, and fixtures, is carried at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over estimated lives of three to seven years.

**Treasury Stock**

Treasury stock purchases are accounted for under the cost method. The subsequent issuances of these shares are accounted for based on their weighted-average cost basis.

**Revenue Recognition**

The Company earns substantially all of its revenue from investment advisory and fund administration services. Mutual fund investment advisory and administration fees, calculated as a percentage of assets under management, are recorded as revenue as services are performed. Managed account and private investment fund clients provide for monthly or quarterly management fees, in addition to quarterly or annual performance fees.

EITF Abstract Topic No. D-96, Accounting for Management Fees Based on a Formula, identifies two methods by which incentive revenue may be recorded. Under Method 1, incentive fees are recorded at the end of the contract period; under Method 2, the incentive fees are recorded periodically and calculated as the amount that would be due under the formula at any point in time as if the contract was terminated at that date. Management has chosen the more conservative method ( Method 1 ), in which incentive fees are recorded at the end of the contract period for the specific client in which the incentive fee applies. All clients have a contractual period that ends on December 31. Some clients also have a contractual period that ends on each calendar quarter end.

**Table of Contents****Note 2 Significant Accounting Policies (Continued)****Revenue Recognition – Mutual Fund Administration**

DHCM has an administrative, fund accounting and transfer agency services agreement with Diamond Hill Funds, an Ohio business trust, under which DHCM performs certain services for each series of the trust. These services include mutual fund administration, accounting, transfer agency and other related functions. For performing these services, each series of the trust compensates DHCM a fee at an annual rate of 0.36% for Class A and Class C shares and 0.18% for Class I shares times each series average daily net assets. In fulfilling its role under this agreement, DHCM has engaged several third-party providers, and the cost for their services is paid by DHCM. A portion of these expenses could, and are typically, paid for directly by the Funds and are classified below as fund related. These expenses include, among others, fund custody, registration fees, legal and audit fees. DHCM's agreement, however, requires that DHCM pay for all fund administration expenses, including those that could be paid directly by the Funds. In addition, DHCM finances the up-front commissions paid to brokers who sell C shares of the Diamond Hill Funds. As financier, DHCM advances the commission to the selling broker at the time of sale. This commission advance is capitalized and amortized over 12 months to correspond with the payments DHCM receives from the principal underwriter to recoup this commission payment. Mutual fund administration ( admin ) gross and net revenue are summarized below:

|   | Three Months Ended March 31, |              |
|---|------------------------------|--------------|
|   | 2007                         | 2006         |
| Mutual fund admin revenue, gross                        | \$ 2,036,346                 | \$ 1,043,371 |
| Mutual fund admin, fund related expense                 | 576,821                      | 477,451      |
| Mutual fund admin revenue, net of fund related expenses | 1,459,525                    | 565,920      |
| C-Share broker commission advance repayments            | 412,200                      | 245,520      |
| C-Share broker commission amortization                  | 402,684                      | 226,208      |
| C-Share financing activity, net                         | 9,516                        | 19,312       |
| Mutual fund administration revenue, net                 | \$ 1,469,041                 | \$ 585,232   |

**Income Taxes**

Deferred income tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the various temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws.

In June 2006, the FASB issued interpretation No. 48, Accounting for the Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies certain aspects of accounting for uncertain tax positions, including issues related to the recognition and measurement of those tax positions. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Management is currently evaluating the potential impact of the adoption of this interpretation.

**Earnings Per Share**

Basic earnings per share ( EPS ) excludes dilution and is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of EPS that could occur if options, warrants, and restricted stock units to issue common stock were exercised.

**Table of Contents**Note 3 Investment Portfolio

As of March 31, 2007, the Company held investments worth approximately \$19.0 million with a cost basis of approximately \$16.0 million. The following table summarizes the market value of these investments as of March 31, 2007 and December 31, 2006:

|   | March 31,<br>2007    | December 31,<br>2006 |
|---|----------------------|----------------------|
| Diamond Hill Small Cap Fund               | \$ 65,084            | \$ 65,371            |
| Diamond Hill Small-Mid Cap Fund           | 333,879              | 330,546              |
| Diamond Hill Large Cap Fund               | 293,795              | 292,369              |
| Diamond Hill Select Fund                  | 343,960              | 342,121              |
| Diamond Hill Long-Short Fund              | 292,934              | 295,953              |
| Diamond Hill Financial Long-Short Fund    | 294,689              | 300,000              |
| Diamond Hill Strategic Income Fund        | 3,004,922            | 2,916,069            |
| Diamond Hill Investment Partners, L.P.    | 9,612,083            | 9,744,285            |
| Diamond Hill Investment Partners II, L.P. | 4,749,616            | 4,821,968            |
| <b>Total Investment Portfolio</b>         | <b>\$ 18,990,962</b> | <b>\$ 19,108,682</b> |

DHCM is the managing member of the General Partner of DHIP and DHIP II, whose underlying assets consist primarily of marketable securities. The General Partner is contingently liable for all of the partnership's liabilities. Summary financial information, including the Company's carrying value and income from these partnerships at March 31, 2007 and December 31, 2006 and for the three and twelve months then ended, is as follows:

|                              | March 31,<br>2007 | December 31,<br>2006 |
|------------------------------|-------------------|----------------------|
| Total assets                 | \$397,790,171     | \$357,375,152        |
| Total liabilities            | 131,782,049       | 146,918,057          |
| Net assets                   | 266,008,122       | 210,457,095          |
| Net income                   | (4,148,973)       | 35,961,019           |
| DHCM's portion of net assets | 14,361,699        | 14,566,253           |
| DHCM's portion of net income | (204,555)         | 6,515,194            |

DHCM's income from these partnerships includes its pro-rata capital allocation and its share of an incentive allocation from the limited partners.

**Table of Contents**

Note 4 Capital Stock

Common Shares

The Company has only one class of securities, Common Shares.

Authorization of Preferred Shares

The Company's Articles of Incorporation authorize the issuance of 1,000,000 shares of blank check preferred shares with such designations, rights and preferences, as may be determined from time to time by the Company's Board of Directors. The Board of Directors is empowered, without shareholder approval, to issue preferred stock with dividend, liquidation, conversion, voting, or other rights, which could adversely affect the voting or other rights of the holders of the Common Shares. There were no shares of preferred stock issued or outstanding at March 31, 2007 or December 31, 2006.

Note 5 Stock-Based Compensation

Equity Incentive Plans

*2005 Employee and Director Equity Incentive Plan*

At the Company's annual shareholder meeting on May 12, 2005, shareholders approved the 2005 Employee and Director Equity Incentive Plan ( 2005 Plan ). The 2005 Plan is intended to facilitate the Company's ability to attract and retain staff, provide additional incentive to employees, directors and consultants, and to promote the success of the Company's business. The Plan authorizes the issuance of Common Shares of the Company in various forms of stock or option grants. As of March 31, 2007 shares available for issuance under the Plan are 443,250. The Plan provides that the Board of Directors, or a committee appointed by the Board, may grant awards and otherwise administer the Plan.

*1993 Non-qualified and Incentive Stock Option Plan*

The Company adopted a Non-Qualified and Incentive Stock Option Plan in 1993 that authorized the grant of options to purchase an aggregate of 500,000 shares of the Company's Common Stock. The Plan provides that the Board of Directors, or a committee appointed by the Board, may grant options and otherwise administer the Option Plan. This Plan expired by its terms in November 2003. Options outstanding under this Plan are not affected by the Plan's expiration.

Equity Compensation Grants

On May 13, 2004 the Company's shareholders approved terms and conditions of certain equity compensation grants to three key employees. Under the approved terms a total of 75,000 shares of restricted stock and restricted stock units were issued to the key employees on May 31, 2004. The restricted stock and restricted stock units are restricted from sale and do not vest until May 31, 2009.

401(k) Plan

The Company sponsors a 401(k) plan whereby all employees participate in the plan. Employees may contribute a portion of their compensation subject to certain limits based on federal tax laws. The Company makes matching contributions of Common Shares of the Company with a value equal to 200 percent of the first six percent of an employee's compensation contributed to the plan. Employees become fully vested in the matching contributions after six plan years of employment. For the three months ended March 31, 2007 and 2006, expense attributable to the plan was \$100,985 and \$71,393, respectively.

**Table of Contents**

Note 5 Stock-Based Compensation (Continued)

Effective October 1, 2005, the Company adopted SFAS No. 123(R), Accounting for Stock-Based Compensation ( SFAS 123R ). SFAS 123R requires all share-based payments to employees and directors, including grants of stock options, to be recognized as expense in the income statement based on their fair values. The amount of compensation is measured at the fair value of the options when granted, and this cost is expensed over the required service period, which is normally the vesting period of the options. SFAS 123R applies to the Company for options granted or modified after October 1, 2005. SFAS 123R also requires compensation cost to be recorded for prior option grants that vest after the date of adoption.

No options were granted in 2007 or 2006.

**Table of Contents**Note 5 Stock-Based Compensation (Continued)

Stock option and warrant transactions under the various plans are summarized below:

|                              | Options |                                       | Warrants |                                       |
|------------------------------|---------|---------------------------------------|----------|---------------------------------------|
|                              | Shares  | Weighted<br>Average<br>Exercise Price | Shares   | Weighted<br>Average<br>Exercise Price |
| Oustanding December 31, 2005 | 303,002 | 14.48                                 | 259,400  | 12.78                                 |
| Granted                      |         |                                       |          |                                       |
| Expired / Forfeited          |         |                                       |          |                                       |
| Exercised                    | 5,000   | 14.38                                 | 2,000    | 11.25                                 |
| Oustanding March 31, 2006    | 298,002 | \$ 14.48                              | 257,400  | \$ 12.79                              |
| Oustanding December 31, 2006 | 283,102 | 14.60                                 | 249,400  | 12.57                                 |
| Granted                      |         |                                       |          |                                       |
| Expired / Forfeited          |         |                                       | 2,000    | 10.63                                 |
| Exercised                    | 114,002 | 20.29                                 | 222,000  | 8.65                                  |
| Oustanding March 31, 2007    | 169,100 | \$ 10.76                              | 25,400   | \$ 47.00                              |
|                              |         |                                       |          | ~~~~~                                 |
| Exercisable March 31, 2007   | 129,100 | \$ 12.70                              | 25,400   | \$ 47.00                              |

The company withheld from issuance 81,833 shares of the 222,000 warrants exercised to fulfill tax withholding requirements related to employee compensation earned on the exercises.

Options and warrants outstanding and exercisable at March 31, 2007 are as follows:

| Options |                                |                       |                   | Warrants              |                                |                       |                   |
|---------|--------------------------------|-----------------------|-------------------|-----------------------|--------------------------------|-----------------------|-------------------|
| Number  | Remaing<br>Life<br>In<br>Years | Number<br>Exercisable | Exercise<br>Price | Number<br>Outstanding | Remaing<br>Life<br>In<br>Years | Number<br>Exercisable | Exercise<br>Price |
| 10,000  | 3.36                           | 10,000                | 7.95              | 14,000                | 1.12                           | 14,000                | 73.75             |
| 10,000  | 3.72                           | 10,000                | 8.44              | 400                   | 1.76                           | 400                   | 22.20             |
| 39,100  | 3.73                           | 39,100                | 28.10             | 3,000                 | 2.12                           | 3,000                 | 22.50             |
| 10,000  | 4.01                           | 10,000                | 8.45              | 6,000                 | 2.92                           | 6,000                 | 11.25             |
| 30,000  | 4.30                           | 30,000                | 5.25              | 2,000                 | 3.12                           | 2,000                 | 8.75              |
| 70,000  | 6.19                           | 30,000                | 4.50              |                       |                                |                       |                   |
| 169,100 | 4.84                           | 129,100               |                   | 25,400                | 1.83                           | 25,400                |                   |

The aggregate intrinsic value of options and warrants outstanding and exercisable as of March 31, 2007 are:

Outstanding \$15,952,230

Exercisable \$12,231,830





**Table of Contents****Note 6 Operating Leases**

The Company leases approximately 14,187 square feet of office space at 325 John H. McConnell Blvd, Suite 200, Columbus, Ohio 43215 under an operating lease agreement which terminates on July 31, 2013. Total lease and operating expenses for the three months ended March 31, 2007 and 2006 were \$68,549, and \$38,668, respectively. The future minimum lease payments under the operating lease are as follows:

| 2007      | 2008      | 2009      | 2010      | 2011      | 2012      | 2013      |
|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| \$181,592 | \$223,870 | \$230,964 | \$238,057 | \$245,151 | \$254,018 | \$129,669 |

In addition to the above rent, the Company will also be responsible for normal operating expenses of the property. Such operating expenses were approximately \$8.75 per square foot in 2006, are expected to be \$9.04 in 2007 and may increase by no more than 5% annually thereafter.

**Note 7 Income Taxes**

The provision for income taxes for the three months ended March 31, 2007 and 2006 consists of the federal and city income taxes.

The exercise of stock options and warrants during the three months ended March 31, 2007 resulted in a tax deduction of \$20.9 million, and a corresponding tax benefit of \$7.5 million. In accordance with GAAP, this tax benefit is not reflected in the consolidated statements of income or in earnings per share. \$1.062 million of this \$7.5 million tax benefit has been recorded as a reduction of taxes payable and a corresponding increase in shareholders' equity. While the consolidated statements of income reflect a \$1.062 million tax expense for the quarter, the Company will not pay any income tax related to the first quarter earnings.

The tax benefit will reduce taxes payable in future periods until cumulative pre-tax income exceeds \$20.9 million.

**Note 8 Earnings Per Share**

The following table sets for the computation for basic and diluted earnings (loss) per share (EPS):

|   | Three Months Ended March 31, |              |
|---|------------------------------|--------------|
|   | 2007                         | 2006         |
| Basic and Diluted net income                  | \$ 1,994,413                 | \$ 1,252,612 |
| Weighted average number of outstanding shares |                              |              |
| Basic   | 2,029,958                    | 1,762,818    |
| Diluted                                       | 2,195,772                    | 2,172,183    |
| Earnings per share                            |                              |              |
| Basic   | \$ 0.98                      | \$ 0.71      |
| Diluted                                       | \$ 0.91                      | \$ 0.58      |

The diluted EPS calculation excludes the effect of stock options when their exercise prices exceed the average market price for the period.

**Note 9 Commitments and Contingencies**

The Company indemnifies its directors and certain of its officers and employees for certain liabilities that might arise from their performance of their duties to the Company. Additionally, in the normal course of business, the Company enters into agreements that contain a variety of representations and warranties and which provide general indemnifications. Certain agreements do not contain any limits on the Company's liability and would involve future claims that may be made against the Company that have not yet occurred, therefore, it is not possible to estimate the Company's potential liability under these indemnities. Further, the Company maintains insurance policies that may provide coverage against certain claims under these indemnities.

**Table of Contents**

DIAMOND HILL INVESTMENT GROUP, INC.

**ITEM 2: Management's Discussion and Analysis of Financial Condition and Results of Operation**

**Forward-looking Statements**

Throughout this quarterly report on Form 10-Q, the Company may make forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 relating to, among other things, such matters as anticipated operating results, prospects for achieving the critical threshold of assets under management, technological developments, economic trends (including interest rates and market volatility), expected transactions and acquisitions and similar matters. The words expect, estimate, may and similar expressions identify forward-looking statements that speak only as of the date thereof. While the Company believes that the assumptions underlying its forward-looking statements are reasonable, investors are cautioned that any of the assumptions could prove to be inaccurate and accordingly, the actual results and experiences of the Company could differ materially from the anticipated results or other expectations expressed by the Company in its forward-looking statements. Factors that could cause such actual results or experiences to differ from results discussed in the forward-looking statements include, but are not limited to: the adverse effect from a decline in the securities markets; a decline in the performance of the Company's products; changes in interest rates; a general downturn in the economy; changes in government policy and regulation, including monetary policy; changes in the Company's ability to attract or retain key employees; unforeseen costs and other effects related to legal proceedings or investigations of governmental and self-regulatory organizations; and other risks identified from time-to-time in the Company's other public documents on file with the SEC.

**General**

Diamond Hill Investment Group, Inc. (the Company), an Ohio corporation organized in 1990, derives its consolidated revenue and net income from investment advisory services provided by its subsidiary Diamond Hill Capital Management, Inc. (DHCM). DHCM is a registered investment adviser under the Investment Advisers Act of 1940 providing investment advisory services to individuals and institutional investors through the Diamond Hill sponsored mutual funds, separate accounts, and private investment funds (generally known as hedge funds). The Company was first incorporated in April 1990.

In this section we discuss and analyze the consolidated results of operations for the three month periods ending March 31, 2007 and 2006 and other factors that may affect future financial performance. This discussion should be read in conjunction with the consolidated Financial Statements, Notes to the Consolidated Financial Statements, and Selected Financial Data.

The Company's revenue is derived primarily from investment advisory and administration fees received from Diamond Hill Funds and investment advisory and performance incentive fees received from separate accounts and private investment funds. Investment advisory and administration fees paid to the Company are based primarily on the value of the investment portfolios managed by the Company and fluctuate with changes in the total value of the assets under management. Such fees are recognized in the period that the Company manages these assets. Performance incentive fees are 20% annually on the amount of client investment performance in excess of a 5% annual return hurdle. Because performance incentive fees are based primarily on the performance of client accounts, they will be volatile from period to period. The Company's major expense is employee compensation and benefits.

**Table of Contents**

The following is a summary of the firm's assets under management ( AUM ) by product and objective as of March 31, 2007 and 2006:

| (in millions)            | <b>Assets Under Management by Product<br/>As of March 31,</b> |             |                     |
|--------------------------|---|-------------|---------------------|
|                          | <b>2007</b>   | <b>2006</b> | <b>%<br/>Change</b> |
| Mutual funds             | \$2,829   | \$1,338     | 111%                |
| Separate accounts        | 923   | 711         | 30%                 |
| Private investment funds | 417   | 133         | 214%                |
| Total                    | \$4,169   | \$2,182     | 91%                 |

| (in millions)              | <b>Assets Under Management by Objective<br/>As of March 31,</b> |             |                     |
|----------------------------|---|-------------|---------------------|
|                            | <b>2007</b>   | <b>2006</b> | <b>%<br/>Change</b> |
| Small and Small-Mid Cap    | \$ 762  | \$ 707      | 8%                  |
| Large Cap and Select       | 980   | 524         | 87%                 |
| Long-Short                 | 2,137   | 720         | 197%                |
| Strategic and fixed income | 290   | 231         | 26%                 |
| Total                      | \$4,169   | \$2,182     | 91%                 |

**Consolidated Results of Operations**

The following is a discussion of the consolidated results of operations of the Company and a detailed discussion of the Company's revenues and expenses.

|  | <b>Three Months Ended<br/>March 31,</b> |             |                     |
|--|---|-------------|---------------------|
|  | <b>2007</b>                             | <b>2006</b> | <b>%<br/>Change</b> |
| Net income (in thousands)                          | \$1,994                                 | \$1,253     | 59%                 |
| Net income (loss) per share                        |   |             |                     |
| Basic  | \$ 0.98                                 | \$ 0.71     | 38%                 |
| Diluted  | \$ 0.91                                 | \$ 0.58     | 57%                 |
| Weighted average shares outstanding (in thousands) |   |             |                     |
| Basic  | 2,030                                   | 1,763       |                     |
| Diluted  | 2,196                                   | 2,172       |                     |

**Three Months ended March 31, 2007 compared with Three Months Ended March 31, 2006**

The Company posted net income of \$1,994,413 (\$0.91 per diluted share) for the three months ended March 31, 2007, compared with net income of \$1,252,612 (\$0.58 per diluted share) for the three months ended March 31, 2006. The

increase in profitability is primarily attributable to the Company's investment advisory fee and mutual fund administration fee increase due to an increase in AUM of \$2.0 billion quarter over quarter. This increase was partially offset by low performance incentive fees due to weak investment performance during the quarter.

Operating expenses increased by 53% year over year primarily driven by the following:

- § Employee compensation expense increased by 38%, or \$1.3 million due primarily to an increase of staff, primarily on the investment team.
  
- § Consistent with continued growth in mutual fund assets under management, mutual fund administration expense increased by 74%, or \$236 thousand.

**Table of Contents**

§ Consistent with higher investment advisory fees, third party distribution expenses increased by 316%, or \$288 thousand. A large portion of this increase was fees paid to a third party placement firm hired beginning in mid-2006 to distribute the private investment funds.

**Revenue**

| (in Thousands)                  | Three Months Ended<br>March 31, |         | % Change |
|---------------------------------|---------------------------------|---------|----------|
|                                 | 2007                            | 2006    |          |
| Investment advisory             | \$7,882                         | \$3,382 | 133%     |
| Performance incentive           | 4                               | 1,613   | -100%    |
| Mutual fund administration, net | 1,469                           | 585     | 151%     |
| Total                           | \$9,355                         | \$5,580 | 68%      |

As a percent of total first quarter 2007 revenues, investment advisory fees account for 84% and mutual fund administration makes up the remaining 16% compared to the first quarter of 2006 where investment advisory fees were 61%, performance incentive fees were 29%, and mutual fund administration fees were 10%.

**Investment Advisory Fees.** Investment advisory fees are calculated as a percent of average net assets under management at various levels depending on the investment product. The Company's average advisory fee rate for the three months ended March 31, 2007 was 0.80% compared to 0.73% for the three months ended March 31, 2006. This increase was mainly due to the increase in assets under management in the long-short products, which have a higher advisory fee. The overall increase in investment advisory fees was primarily due to an increase in AUM of \$2.0 billion quarter over quarter. The largest increase came from the Diamond Hill Long-Short fund which increased \$1.0 billion, or 192% quarter over quarter.

**Performance Incentive Fees.** Performance incentive fees are equal to 20% of the performance increase in client accounts after a 5% annual hurdle is achieved. The fees are dependent on both assets under management and absolute investment performance in client accounts and will be volatile from period to period. Incentive fee AUM totaled \$480 million at March 31, 2007 compared to \$147 million at March 31, 2006. Incentive fees for the first quarter of 2007 were minimal. In June 2006, the Company launched two private investment funds, which provide for an incentive fee. In conjunction with the launch of these two funds, a third party placement firm was hired to market the new funds as well as the Company's existing private investment fund. To date efforts by the third party placement firm have been successful.

**Mutual Fund Administration Fees.** Mutual fund administration fees are calculated as a percent of average net assets under administration in the Diamond Hill Funds. The Company earns 0.36% on Class A and Class C shares and 0.18% on Class I shares. As assets in the Funds have grown the Company has realized certain economies of scale; and as a result, the Company has lowered its administration fees by approximately 10% in each of the last two years to pass on those economies of scale to fund shareholders. The Company lowered its administration fees again effective April 30, 2007 to 0.32% for Class A and Class C shares. Class I share fees remained unchanged at 0.18%. Despite lowering fees by 10% during 2006, fund administration revenues increased by \$900 thousand quarter over quarter.

**Table of Contents****Expenses**

| (in Thousands)                 | Three Months Ended |         | % Change |
|--------------------------------|--------------------|---------|----------|
|                                | 2007               | 2006    |          |
|                                | March 31,          |         |          |
| Compensation and related costs | \$4,668            | \$3,373 | 38%      |
| General and administrative     | 566                | 248     | 128%     |
| Sales and marketing            | 102                | 57      | 79%      |
| Third party distribution       | 379                | 91      | 316%     |
| Mutual fund administration     | 553                | 317     | 74%      |
| Total                          | \$6,268            | \$4,086 | 53%      |

**Compensation and Related Costs.** Employee compensation and benefits increased by \$1.3 million, or 38%, during the three months ended March 31, 2007 compared to March 31, 2006. This increase is primarily due to an increase in staff, primarily on the investment team.

**General and Administrative.** The increase in general and administrative expenses of \$318 thousand, or 128%, resulted from additional investment research costs and additional rent expense associated with the larger office space the Company moved into during 2006.

**Sales and Marketing.** Sales and marketing expenses increased by \$45 thousand, or 79%. This increase was primarily due to increased travel and entertainment expense incurred related to new business.

**Third Party Distribution.** Third party distribution expense represents payments made to third party intermediaries directly related to sales made by those parties of the Company's investment products. The quarter over quarter increases directly correspond to the increase in investment advisory fees earned by the Company.

**Mutual Fund Administration.** Mutual fund administration expense increased by \$236 thousand. A large portion of mutual fund administration expense is calculated based on a percent of assets under administration in the Diamond Hill Funds. The quarter over quarter increases are consistent with the continued growth in assets under administration.

**Liquidity and Capital Resources**

The Company's entire investment portfolio is in readily marketable securities, which provide for cash liquidity, if needed, within three business days. Investments in mutual funds are valued at their current net asset value. Investments in private investment funds are valued based on readily available market quotations. Inflation is expected to have no material impact on the Company's performance.

As of March 31, 2007, the Company had working capital of approximately \$23.1 million compared to \$19.1 million at December 31, 2006. Working capital includes cash, securities owned and accounts and notes receivable, net of all liabilities. The Company has no debt and its available working capital is expected to be sufficient to cover current expenses. The Company does not expect any material capital expenditures during 2007.

**Table of Contents**

DIAMOND HILL INVESTMENT GROUP, INC

**ITEM 3: Quantitative and Qualitative Disclosures About Market Risk**

There has been no material change in the information provided in Item 7A of the Form 10-K Annual Report for 2006.

**ITEM 4: Controls and Procedures**

Management, including the Chief Executive Officer and the Chief Financial Officer have conducted an evaluation of the effectiveness of disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based on the evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the disclosure controls and procedures are effective in ensuring that all material information required to be filed in this quarterly report has been made known to them in a timely fashion. There have been no significant changes in internal controls over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonable likely to material affect, internal control over financial reporting.

**PART II: OTHER INFORMATION**

**ITEM 1: Legal Proceedings** None

**ITEM 1A: Risk Factors**

There has been no material change to the information provided in Item 1A of the Form 10-K Annual Report for 2006.

**ITEM 2: Unregistered Sales of Equity Securities and use of Proceeds** None

**ITEM 3: Defaults Upon Senior Securities** None

**ITEM 4: Submission of Matters to a Vote of Security Holders** None

**ITEM 5: Other Information** None

**Table of Contents**

DIAMOND HILL INVESTMENT GROUP, INC

**ITEM 6: Exhibits**

- 3.1 Amended and Restated Articles of Incorporation of the Company. (Incorporated by reference from Form 8-K Current Report for the event on May 2, 2002 filed with the SEC on May 7, 2002; File No. 000-24498.)
- 3.2 Code of Regulations of the Company. (Incorporated by reference from Form 8-K Current Report for the event on May 2, 2002 filed with the SEC on May 7, 2002; File No. 000-24498.)
- 31.1 Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).
- 31.2 Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).
- 32.1 Section 1350 Certifications.



**Table of Contents**

DIAMOND HILL INVESTMENT GROUP, INC  
**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

DIAMOND HILL INVESTMENT GROUP, INC.

| Signature                            | Title   | Date        |
|--------------------------------------|---|-------------|
| /s/ R. H. Dillon<br>R. H. Dillon     | President, Chief Executive Officer,<br>and a Director | May 9, 2007 |
| /s/ James F. Laird<br>James F. Laird | Chief Financial Officer, Treasurer,<br>and Secretary  | May 9, 2007 |