

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

INDIVIDUAL INVESTOR GROUP, INC.
 (Exact Name of Registrant as Specified in Its Charter)

Delaware	13-3487784
State or Other Jurisdiction of	(I.R.S. Employer
Incorporation or Organization	Identification Number)

125 BROAD STREET, 14TH FLOOR
 NEW YORK, NEW YORK 10004
 (Address of Principal Executive Offices)

2000 PERFORMANCE EQUITY PLAN
 (Full Title of the Plan)

JONATHAN L. STEINBERG, Chairman
 Individual Investor Group, Inc.
 125 Broad Street, 14th Floor
 New York, New York 10004
 (212) 742-2200

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

with a copy to:

PETER M. ZIEMBA, ESQ.
 Graubard Mollen & Miller
 600 Third Avenue
 New York, New York 10016-2097
 Telephone: (212) 818-8800

<TABLE>
 <CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Securities Amount of to be registered registration fee	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price
=====	=====	=====	=====
<S>	<C>	<C>	<C>
<C>			
Common stock issuable under awards pursuant to the 2000 Performance Equity Plan(1).....	1,000,000 (2)	1.71875	\$1,718,750
\$453.75			
-			

TOTAL.....			
\$453.75			
=====			

</TABLE>

(1) Based on the last sale price of a share of our common stock as reported by
 The Nasdaq Stock Market on July 11, 2000 in accordance with Rules 457(c)

and 457(h) promulgated under the Securities Act of 1933, as amended.

- (2) Represents the maximum number of shares of common stock that may be issued by us under the 2000 Performance Equity Plan. Pursuant to Rule 416, there are also being registered additional shares of common stock as may become issuable pursuant to the anti-dilution provisions of such plan.

In accordance with the provisions of Rule 462 promulgated under the Securities Act, this registration statement will become effective upon filing with the Securities and Exchange Commission.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1. Plan Information.*
- Item 2. Registrant Information and Employee Plan Annual Information. *

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 3. Incorporation of Documents by Reference.

The following documents previously filed by us with the SEC are incorporated by reference in this registration statement:

- o our Annual Report on Form 10-K for the fiscal year ended December 31, 1999;
- o our Quarterly Report on Form 10-Q for the period ended March 31, 2000;
- o our Proxy Statement dated May 17, 2000; and
- o the description of our common stock, par value \$.01 per share, contained in our registration statement on Form 8-A (No. 1-10932) filed with the SEC pursuant to Section 12(b) of the Exchange Act, including any subsequent amendment(s) or report(s) filed for the purpose of updating such description.

All documents subsequently filed by us 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 the securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part of this registration statement from the respective date of filing. Any statement contained in a document incorporated by reference in this registration statement will be modified or superseded for all purposes to the extent that a statement contained in this registration statement or in any other subsequently filed document which is incorporated by reference modifies or replaces such statement.

- Item 4. Description of Securities.

Our common stock is registered under Section 12(g) of the Exchange Act.

- Item 5. Interests of Named Experts and Counsel.

Not applicable.

- Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware empowers a Delaware corporation to indemnify any person who was or is a party or

is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, does not, of itself, create a presumption that such person did not act in good faith and in a

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manner that such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

In the case of an action by or in the right of the corporation, Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action in any of the capacities set forth above against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner that such person reasonably believed to be in and not opposed to the best interests of the corporation, except that indemnification is not permitted in respect of any claim, issue, or matter as to which such person is adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or such other court deems proper.

Section 145 further provides:

- o that a Delaware corporation is required to indemnify a director, officer, employee, or agent against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with any action, suit, or proceeding or in defense of any claim, issue, or matter therein as to which such person has been successful on the merits or otherwise;
- o that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled;
- o that indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of such person's heirs, executors, and administrators; and
- o that a Delaware corporation may purchase and maintain insurance on behalf of its directors or officers against any such liability asserted against them as directors or officers or arising out of their status as directors or officers whether or not the corporation would have the power to indemnify them against liability under Section 145.

A Delaware corporation may provide indemnification only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct. Such determination is to be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not party to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

Article VIII of our Amended and Restated Certificate of Incorporation and Article VIII of our Bylaws provide for indemnification of our directors and officers to the fullest extent permitted by law, as now in effect or later amended. Article VIII of our Bylaws provides that expenses incurred by a director or officer in defending a civil or criminal action, suit, or proceeding may be paid by us in advance of a final disposition upon receipt of an

undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer was not entitled to be indemnified by us.

We may provide liability insurance for each of our directors and officers for certain losses arising from claims or charges made against them while acting in their capacities as directors or officers. We currently maintain such liability insurance.

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Article VII of our Amended and Restated Certificate of Incorporation eliminates the personal liability of our directors to the fullest extent permitted by the provisions of Section 102 of the Delaware General Corporation Law, as the same may be amended and supplemented.

Additionally, we have entered into indemnification agreements with certain of our directors and officers whereby we have agreed to indemnify, and advance expenses to, each indemnitee to the fullest extent permitted by applicable law. The indemnification agreements will continue until and terminate upon the later of (i) ten years after the date that the indemnitee has ceased to serve as a director or officer for us or any entity which the indemnitee served at our request, or (ii) the final termination of all pending proceedings in respect of which the indemnitee is granted rights of indemnification or advancement of expenses or any proceeding commenced by the indemnitee.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Exhibit No.	Description
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4.1*	2000 Performance Equity Plan
5.1	Opinion of Graubard Mollen & Miller
23.1	Consent of Deloitte & Touche LLP, independent auditors for the Company
23.2	Consent of Ernst & Young LLP, independent auditors for WisdomTree Associates, L.P.
23.3	Consent of Graubard Mollen & Miller (Included in Exhibit 5.1)
24.1	Power of Attorney (Included on Signature page)

* Previously filed as Appendix A to the Company's Definitive Proxy Statement, filed with the SEC on April 28, 2000, and incorporated herein by reference thereto.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the registration of the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 New York, State of New York, on this 17th day of July, 2000.

INDIVIDUAL INVESTOR GROUP, INC.

By: /s/ Jonathan L. Steinberg

Jonathan L. Steinberg, Chairman
of the Board

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jonathan L. Steinberg and Gregory E. Barton his true and lawful attorneys-in-fact and agents, each acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 he might or could do in person, and hereby ratifies

and confirms all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, 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 has been signed by the following persons in the capacities and on the dates indicated.

Signature - -----	Title -----	Date ----
/s/ Jonathan L. Steinberg - ----- Jonathan L. Steinberg	Chief Executive Officer and Director (Principal Executive Officer)	July 17, 2000
/s/ David Allen - ----- David Allen	Chief Financial Officer	July 17, 2000
/s/ Henry G. Clark - ----- Henry G. Clark	Vice President - Finance (Principal Accounting Officer)	July 17, 2000
/s/ S. Christopher Meigher - ----- S. Christopher Meigher	Director	July 5, 2000
/s/ E. Drake Mosier - ----- E. Drake Mosier	Director	July 7, 2000
/s/ Bruce L. Sokoloff - ----- Bruce L. Sokoloff	Director	July 5, 2000
/s/ Peter M. Ziemba - ----- Peter M. Ziemba	Director	July 17, 2000

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EXHIBIT INDEX

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23.2	Consent of Ernst & Young LLP, independent auditors for WisdomTree Associates, L.P.	iii
23.3	Consent of Graubard Mollen & Miller (Included in Exhibit 5.1)	
24.1	Power of Attorney (Included on Signature page)	

* Previously filed as Appendix A to the Company's Definitive Proxy Statement, filed with the SEC on April 28, 2000, and incorporated herein by reference thereto.

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Graubard Mollen & Miller
600 Third Avenue
New York, New York 10016-2097

July 17, 2000

Individual Investor Group, Inc.
125 Broad Street
14th Floor
New York, New York 10004

Dear Sirs:

Reference is made to the Registration Statement on Form S-8 ("Registration Statement") filed by Individual Investor Group, Inc. ("Company"), a Delaware corporation, under the Securities Act of 1933, as amended ("Act"), with respect to an aggregate of 1,000,000 shares of common stock, par value \$.01 per share ("Common Stock"), to be offered by the Company under the Company's 2000 Performance Equity Plan ("2000 Plan").

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company. We have also assumed that in granting future awards under the 2000 Performance Equity Plan, the Board of Directors of the Company or the appropriate committee thereunder will exercise its discretion in establishing the terms of such awards within the permissible limits of the law of the State of Delaware.

Based upon the foregoing, it is our opinion that the Common Stock to be issued by the Company under the 2000 Plan, when sold in accordance with the terms of the 2000 Plan and the individual instruments governing their issuance, will be legally issued, fully paid and nonassessable, although they may be subject to contractual restrictions established by the 2000 Plan or the individual instrument.

In giving this opinion, we have assumed that all certificates for the Company's shares of Common Stock, prior to their issuance, will be duly executed on behalf of the Company by the Company's transfer agent and registered by the Company's registrar, if necessary, and will conform, except as to denominations, to specimens which we have examined.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the Prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Graubard Mollen & Miller

GRAUBARD MOLLEN & MILLER

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors and Stockholders of
Individual Investor Group, Inc.

We consent to the incorporation by reference in this Registration Statement of Individual Investor Group, Inc. and Subsidiaries (the "Company") on Form S-8 of our report dated April 14, 2000, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 1999.

/s/ Deloitte & Touche LLP

July 11, 2000

INDEPENDENT AUDITORS' CONSENT

WisdomTree Associates, L.P.

We consent to the incorporation by reference therein of our report dated February 27, 1998, with respect to the financial statements of WisdomTree Associates, L.P. incorporated by reference in the Annual Report (Form 10-K) of Individual Investor Group, Inc. for the year ended December 31, 1999, in the Registration Statement (Form S-8) pertaining to certain individual benefit plans of Individual Investor Group, Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

ERNST & YOUNG LLP
New York, New York

July 10, 2000