SOLOMON JEFFREY M

Form 4

November 02, 2009

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SOLOMON JEFFREY M	2. Issuer Name and Ticker or Trading Symbol COWEN GROUP, INC. [COWN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check an applicable)		
C/O COWEN GROUP, INC., 599 LEXINGTON AVENUE	(Month/Day/Year) 11/02/2009	DirectorX 10% OwnerX Officer (give title Other (specify below) Chmn. Inv. Comm/New Prod Dev		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
NEW YORK, NY 10022		Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired Disposed of or Reneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. N	Nature of
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Ind	lirect
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Ber	neficial
(Month/Day/Year) (Instr. 8) Owned Indirect (I) Ow	nership
Following (Instr. 4) (Instr. 4)	str. 4)
Reported	
(A) Transaction(s)	
Code V Amount (D) Price (Instr. 3 and 4)	
Class A Sec	e
Common 11/02/2009 A 587,881 A <u>U</u> 587,881 I Fo	otnote
Stock (1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: SOLOMON JEFFREY M - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	iciationismps					
	Director	10% Owner	Officer	Other		

SOLOMON JEFFREY M C/O COWEN GROUP, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022

X Chmn. Inv. Comm/New Prod Dev

Relationship

Signatures

/s/ Jeffrey M. 11/02/2009 Solomon

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Upon consummation of the transactions (the "Transactions") contemplated by the Transaction Agreement and Agreement and Plan of Merger, dated as of June 3, 2009, by and among Cowen Holdings, Inc. (f/k/a Cowen Group, Inc.), Cowen Group, Inc. (f/k/a/ LexingtonPark Parent Corp.), Lexington Merger Corp., Ramius LLC (f/k/a Park Exchange LLC) and RCG Holdings LLC (f/k/a Ramius

(1) LLC) ("RCG"), 37,536,826 shares of Class A Common Stock were issued to RCG. The Reporting Person is a member of RCG and may be deemed to have a pecuniary interest in 587,881 shares of Class A Common Stock that were acquired by RCG in the Transactions. The Reporting Person's acquisition of a pecuniary interest in these shares was pursuant to an exempt transaction pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2