COWEN GROUP, INC.

Form 4 May 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Section 16.

Form 4 or
Form 5
obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 18(b) of the Securities Exchange Act of 1935 or Section 18(b) of the S

may continue.

See Instruction
1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(0).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Holmes John J Issuer Symbol COWEN GROUP, INC. [COWN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title) __Other (specify COWEN GROUP, INC., 599 05/02/2017 below) below) LEXINGTON AVENUE Chief Operating Officer (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

(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
2A. Deemed 3. Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8	<i>,</i>	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Code S	V Amount (D) Price \$ 35,000 D 15.706	Transaction(s) (Instr. 3 and 4) 121,256	(Instr. 4)					
		Code V Amount (D) Price \$	Code V Amount (D) Price S Transaction(s) (Instr. 3 and 4) S 35,000 D 15.706 121,256	Code V Amount (D) Price (Instr. 3 and 4) S 35,000 D 15.706 121,256 D				

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Holmes John J COWEN GROUP, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022

Chief Operating Officer

Signatures

/s/ John Holmes 05/03/2017 **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).

The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. The shares were sold in multiple transactions at prices ranging from \$15.70 to \$15.725. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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.

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