

COWEN GROUP, INC.  
Form S-1MEF  
December 15, 2009

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As filed with the Securities and Exchange Commission on December 15, 2009.

Registration No. 333-

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### COWEN GROUP, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6211**  
(Primary Standard Industrial  
Classification Code Number)  
**599 Lexington Avenue**  
**New York, New York 10022**  
**(212) 845-7900**

**27-0423711**  
(I.R.S. Employer  
Identification No.)

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

**J. Kevin McCarthy**  
**General Counsel**  
**Cowen Group, Inc.**  
**599 Lexington Avenue**  
**New York, New York 10022**  
**(212) 845-7900**

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

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Copies to:

**David K. Boston, Esq.**  
**Laura L. Delaney, Esq.**  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

**Michael T. Kohler, Esq.**  
**Bartholomew A. Sheehan, III, Esq.**  
Sidley Austin LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 839-5300

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**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this Registration Statement becomes effective.**

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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, 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.  333-163372

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 a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a  
smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Shares to be Registered(1)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Class A common stock, par value \$0.01	97,353	\$486,765	\$28

(1) Includes shares of Class A common stock that the underwriters have an option to purchase solely to cover over-allotments.

(2) Based on the public offering price of \$5.00.

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**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with respect to the registration of 97,353 additional shares of Class A common stock, par value \$0.01 per share, of Cowen Group, Inc., a Delaware corporation (the "Company"), including 12,698 shares that the underwriters have an option to purchase solely to cover over-allotments, if any, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Company's Registration Statement on Form S-1, as amended (File No. 333-163372), initially filed by the Company on November 25, 2009 and declared effective by the Securities and Exchange Commission on December 15, 2009, are incorporated in this Registration Statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

- (a)  
Exhibits

All exhibits filed with or incorporated by reference in the Company's Registration Statement on Form S-1, as amended (File No. 333-163372), are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith:

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Willkie Farr & Gallagher LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Willkie Farr & Gallagher LLP (included in the opinion referred to in 5.1 above).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 15th day of December, 2009.

Cowen Group, Inc.

By: /s/ PETER A. COHEN

Name: Peter A. Cohen

Title: *Chairman of the Board, Chief  
Executive Officer and President*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 has been signed by the following persons in the capacities indicated and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ PETER A. COHEN</u> Peter A. Cohen	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	December 15, 2009
<u>/s/ DAVID M. MALCOLM</u> David M. Malcolm	Director	December 15, 2009
<u>/s/ JULES B. KROLL</u> Jules B. Kroll	Director	December 15, 2009
<u>/s/ JEROME S. MARKOWITZ</u> Jerome S. Markowitz	Director	December 15, 2009
<u>/s/ JACK H. NUSBAUM</u> Jack H. Nusbaum	Director	December 15, 2009
<u>/s/ L. THOMAS RICHARDS, M.D.</u> L. Thomas Richards, M.D.	Director	December 15, 2009
<u>/s/ EDOARDO SPEZZOTTI</u> Edoardo Spezzotti	Director	December 15, 2009
<u>/s/ JOHN E. TOFFOLON, JR.</u> John E. Toffolon, Jr.	Director	December 15, 2009
<u>/s/ CHARLES W.B. WARDELL, III</u> Charles W.B. Wardell, III	Director	December 15, 2009

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/s/ JOSEPH R. WRIGHT

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Joseph R. Wright

Director

December 15, 2009

/s/ STEPHEN A. LASOTA

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Stephen A. Lasota

Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

December 15, 2009

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**Exhibit Index**

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Filed herewith.

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EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

SIGNATURES

Exhibit Index