

COWEN GROUP, INC.
Form 8-K
February 25, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 25, 2016**

COWEN GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34516
(Commission File Number)

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

599 Lexington Avenue
New York, NY 10022

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(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(212) 845-7900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On February 25, 2016, Cowen Group, Inc., a Delaware corporation (the Company) issued a press release announcing its financial results for the full year and quarter ended December 31, 2015, a copy of which is attached hereto as Exhibit 99.1.

The information in Exhibit 99.1 is furnished pursuant to Item 2.02 and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibit
- 99.1 Press Release issued by the Company dated February 25, 2016.

SIGNATURE

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 hereunto duly authorized.

COWEN GROUP, INC.

Date: February 25, 2016

By: /s/ Owen S. Littman
Name: Owen S. Littman
Title: General Counsel

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Computation of ratio of earnings to fixed charges. Previously Filed as Exhibit to Registration Statement

23(a)
Consent of Deloitte & Touche LLP. Electronic Transmission

23(b)
Consent of Grant Thornton LLP Electronic Transmission

23(c)
Consent of Winston & Strawn LLP (included as part of Exhibits 5(a) and 5(b)). Electronic Transmission

24(a)
Powers of Attorney (included on the signature pages to Registration Statement). Previously Filed as Exhibit to Registration Statement

24(b)
Power of Attorney (included on the signature page to Post-Effective Amendment No. 1 to Registration Statement). Electronic Transmission

25(a)
Form T-1, Statement of Eligibility and Qualification of Wells Fargo Bank, National Association, as Trustee under the Indenture. Previously Filed as Exhibit to Registration Statement

25(b)

Form T-1, Statement of Eligibility and Qualification of Wells Fargo Bank, National Association, as Trustee under the Subordinated Indenture. Previously Filed as Exhibit to Registration Statement