

COWEN GROUP, INC.  
Form 8-K  
December 07, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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): **December 2, 2009**

**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**  
(IRS Employer  
Identification No.)

**599 Lexington Avenue**  
**New York, New York**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

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

**Not Applicable**

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(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- .. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 2, 2009, Christopher A. White, Chief Operating Officer of Cowen Group, Inc. (the Company ) entered into an Equity Award Agreement (the Agreement ) with the Company. Under the Agreement, the Company awarded Mr. White 68,682 restricted shares of Class A Common Stock of the Company (the Equity Award ). The Equity Award shall vest in two equal installments, with 50% vesting on the second anniversary of the grant date and 50% vesting on the third anniversary of the grant date, subject to earlier vesting if Mr. White is terminated under specific circumstances and subject to forfeiture if Mr. White is terminated for cause or voluntarily resigns. The Agreement is filed as Exhibit 10.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibit
- 10.1 Equity Award Agreement of Christopher A. White.

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: December 7, 2009

By:

*/s/ J. Kevin McCarthy*  
Name: J. Kevin McCarthy  
Title: General Counsel