

COWEN GROUP, INC.  
Form 8-K  
June 12, 2012

**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): **June 12, 2012**

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**COWEN GROUP, INC.**

(Exact Name of Registrant as Specified in Charter)

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**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**

(Address of Principal Executive Offices and Zip Code)

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

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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 5.07. Submission of Matters to a Vote of Security Holders.**

At the Company's Annual Meeting held on June 12, 2012, stockholders voted on the election of Directors to the Board and the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2012 fiscal year. The holders of 102,088,919 shares of Class A common stock, or approximately 89.5% of the eligible voting shares, were represented at the meeting in person or by proxy.

All nominees for election to the Board were elected for a term that will continue until the next annual meeting of stockholders or until the director's successor has been duly elected and qualified (or the director's earlier resignation, death or removal). The Company's independent inspector of election reported the final vote of the stockholders as follows:

| Name                       | Votes For  | Authority Withheld |
|----------------------------|------------|--------------------|
| Peter A. Cohen             | 79,129,434 | 3,203,303          |
| Katherine Elizabeth Dietze | 79,870,328 | 2,462,409          |
| Steven Kotler              | 75,589,049 | 6,743,688          |
| Jerome S. Markowitz        | 75,348,575 | 6,984,162          |
| Jack H. Nusbaum            | 59,044,807 | 23,287,930         |
| Jeffrey M. Solomon         | 78,254,201 | 4,078,536          |
| Thomas W. Strauss          | 78,717,773 | 3,614,964          |
| John E. Toffolon, Jr.      | 75,600,422 | 6,732,315          |
| Joseph R. Wright           | 79,824,407 | 2,508,330          |

Broker non-votes for each director totaled 19,756,182.

The stockholders' vote ratified the appointment of the independent auditor. The Company's independent inspector of election reported the final vote of the stockholders as follows:

|  | For         | Against | Abstain   | Broker Non-Vote |
|--|-------------|---------|-----------|-----------------|
| <b>Ratification of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for the Year Ending December 31, 2012</b> | 100,518,397 | 337,915 | 1,232,607 | 0               |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COWEN GROUP, INC.**

Dated: June 12, 2012

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