

COWEN INC.  
Form 8-K  
December 14, 2017

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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): December 11, 2017  
COWEN INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware	001-34516	27-0423711
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

599 Lexington Avenue  
New York, NY 10022

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On December 5, 2017, Cowen Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Morgan Stanley & Co. LLC and UBS Securities LLC, as representatives of the several underwriters listed in Schedule I thereto (collectively, the “Underwriters”), in connection with the offer and sale of \$120.0 million aggregate principal amount of the Company’s 7.35% Senior Notes due 2027 (the “2027 Notes”). The Company also granted the Underwriters a 30-day option to purchase up to an additional \$18.0 million principal amount of the Company’s 2027 Notes to cover over-allotments, if any (the “Additional Notes”). On December 11, 2017, the Underwriters notified the Company that they have exercised their option to purchase the Additional Notes in full, at the public offering price, plus accrued interest, less the underwriting discount. On December 14, 2017, the Company issued a press release announcing that it had closed its public offering of \$18.0 million aggregate principal amount of the Additional Notes. A copy of this press release is furnished as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

5.1 Opinion of Willkie Farr & Gallagher LLP with respect to the Additional Notes.

99.1 Press release issued by Cowen Inc. on December 14, 2017 with respect to the sale of the Additional Notes.

**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 INC.

Dated: December 14, 2017      By: \_ /s/ Owen S. Littman  
Name: Owen S. Littman  
Title: General Counsel

EXHIBIT INDEX

Exhibit  
No.      Exhibit

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