

COWEN INC.  
Form 8-K  
June 18, 2018

**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): June 13, 2018**

**COWEN 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**

**(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 June 6, 2018, 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 named therein (collectively, the Underwriters ), in connection with the offer and sale of \$90.0 million aggregate principal amount of the Company s 7.75% Senior Notes due 2033 (the 2033 Notes ). The Company also granted the Underwriters a 30-day option to purchase up to an additional \$10.0 million principal amount of the Company s 2033 Notes to cover over-allotments, if any (the Additional Notes ). On June 13, 2018, 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 June 18, 2018, the Company issued a press release announcing that it had closed its public offering of \$10.0 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 June 18, 2018 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: June 18, 2018

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