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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 25, 2019**

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**COWEN INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-34516**

(Commission File Number)

**27-0423711**

(IRS Employer Identification No.)

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**599 Lexington Avenue**

**New York, New York 10022**

(Address of principal executive offices) (Zip code)

**(212) 845-7900**

and telephone number)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock	"COWN"	NASDAQ

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

At the Company’s Annual Meeting held on June 25, 2019, stockholders voted on the election of Directors to the Board, an advisory vote to approve the compensation of named executive officers and the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year. The holders of 25,090,548 shares of Class A common stock, or approximately 84.80% 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:

<u>Name</u>	<u>Votes For</u>	<u>Authority Withheld</u>
Brett Barth	19,702,766	373,583
Katherine E. Dietze	19,706,579	369,770
Steven Kotler	19,681,285	395,064
Lawrence E. Leibowitz	19,705,208	371,141
Jerome S. Markowitz	19,341,507	734,842
Jack H. Nusbaum	19,751,752	324,597
Margaret L. Poster	18,189,941	1,886,408
Douglas A. Rediker	19,706,026	370,323
Jeffrey M. Solomon	19,753,687	322,662

Broker non-votes for each director totaled 5,014,199.

The stockholders' cast an advisory vote to approve the compensation of the named executive officers. The Company's independent inspector of election reported the final vote of the stockholders as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<b>Advisory Vote to Approve the Compensation of the Company's Named Executive Officers</b>	18,412,136	1,649,011	15,202

Broker non-votes for this proposal totaled 5,014,199.

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:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<b>Ratification of KPMG LLP as the Independent Registered Public Accounting Firm for the Year Ending December 31, 2019</b>	24,954,607	60,936	75,005

#### **Item 8.01. Other Events.**

On June 25, 2019, Cowen Inc. (the "Company") announced that following the Company's 2019 annual meeting, Chief Executive Officer Jeffrey M. Solomon has been named Chairman of its Board of Directors. Outgoing Chairman Jerome S. Markowitz is now serving as Lead Independent Director. The Company's related press release is filed as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are being filed with this Current Report on Form 8-K:

99.1      [Press Release Issued by the Company, dated June 25, 2019.](#)

**SIGNATURE**

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.

Dated: June 25, 2019

**COWEN INC.**

By: /s/ Owen S. Littman

Name: Owen S. Littman

Title: General Counsel

**COWEN NAMES JEFFREY M. SOLOMON AS CHAIRMAN OF THE BOARD  
JEROME S. MARKOWITZ ASSUMES ROLE OF LEAD INDEPENDENT DIRECTOR**

NEW YORK – June 25, 2019 - Cowen Inc. (NASDAQ:COWN) (“Cowen” or the “Company”) is pleased to announce that, following the Company’s 2019 annual meeting, Chief Executive Officer Jeffrey M. Solomon has been named Chairman of its Board of Directors. Outgoing Chairman Jerome S. Markowitz is now serving as Lead Independent Director.

‘Since becoming CEO in December 2017, Jeff has demonstrated the leadership to take Cowen to higher levels,’ said Mr. Markowitz. ‘As an organization dedicated to enabling clients to outperform, Jeff’s drive, innovative thinking and vision make him the right person for the chairmanship. The Board looks forward to working with him in his newly expanded leadership role.’

Commenting on his appointment, Mr. Solomon said, ‘I am honored to take on this important role and am grateful for the Board’s confidence in me. My fellow directors and I thank Jerry for his stewardship as Chairman over the past year, and I am especially grateful for his mentorship and guidance. I look forward to working with the Board and our talented colleagues to position Cowen for our next phase of growth.’

**About Cowen Inc.**

Cowen Inc. (“Cowen” or the “Company”) is a diversified financial services firm offering investment banking services, equity and credit research, sales and trading, prime brokerage, global clearing, commission management services and actively managed alternative investment products. Cowen Inc. focuses on delivering value-added capabilities to our clients in order to help them outperform. Founded in 1918, the firm is headquartered in New York and has offices worldwide. Learn more at [Cowen.com](http://Cowen.com)

**Media Contacts:**

Lynda Caravello  
646-562-1676  
[lynda.caravello@cowen.com](mailto:lynda.caravello@cowen.com)

Gagnier Communications  
Dan Gagnier  
646-569-5897  
dg@gagnierfc.com

**Investor Contact:**

J.T. Farley  
646-562-1056  
james.farley@cowen.com