

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|---|---|
| 1. Name and Address of Reporting Person* <u>LABRANCHE & CO INC</u> (Last) (First) (Middle) <u>33 WHITEHALL STREET</u> (Street) <u>NEW YORK NY 10004</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>02/16/2011</u> | 3. Issuer Name and Ticker or Trading Symbol <u>COWEN GROUP, INC. [COWN]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Class A common stock, par value \$.01 per share | 0 | I | See Explanation of Responses |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |

Explanation of Responses:

Remarks:

Explanation of Responses: In connection with the Agreement and Plan of Merger, dated as of February 16, 2011, by and among LaBranche & Co Inc. ("LaBranche"), Cowen Group, Inc. ("Cowen") and Louisiana Merger Sub, Inc., RCG Holdings LLC ("RCG"), a stockholder of Cowen, entered into a Voting Agreement, dated as of February 16, 2011, with LaBranche whereby, among other things, RCG agreed to vote all of the shares of Class A common stock of Cowen, par value \$.01 per share ("Parent Common Stock"), held by it in favor of the issuance of Parent Common Stock in connection with the Merger (the "Parent Stock Issuance"). Additionally, RCG agreed to grant an irrevocable proxy ("Proxy") to LaBranche to enforce RCG's obligations to vote all of such shares in favor of the Parent Stock Issuance. By reason of receipt of the Proxy, LaBranche may be deemed to have shared voting power with respect to (and therefore beneficially own within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934 ("Exchange Act")) greater than 10% of the Parent Common Stock outstanding as of February 15, 2011. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that LaBranche is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any shares of Parent Common Stock referred to herein, and such beneficial ownership is expressly disclaimed. LaBranche does not have any pecuniary interest in the Parent Common Stock and therefore does not have beneficial ownership of any shares of Parent Common Stock within the meaning of Rule 16a-1(a)(2) of the Exchange Act.

/s/ Jeffrey A. McCutcheon 02/25/2011

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.