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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

Amendment No. 1

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2013

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from to**

**Commission File Number: 001-34516**

**Cowen Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**599 Lexington Avenue  
New York, New York**

(Address of Principal Executive Offices)

**27-0423711**

(I.R.S. Employer  
Identification No.)

**10022**

(Zip Code)

**(646) 562-1000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

As of August 5, 2013 there were 118,225,058 shares of the registrant's common stock outstanding.

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### **Explanatory Note**

The sole purpose of this amendment to Cowen Group, Inc.'s quarterly report on Form 10-Q for the period ended June 30, 2013, filed with the Securities Exchange Commission on August 7, 2013 (the "Form 10-Q"), is to replace the reference to "March 31, 2013" in the previously filed Exhibit 32 "Certification of CEO and CFO Pursuant to Section 906 of Sarbanes-Oxley Act of 2002" with a reference to the correct date of "June 30, 2013".

No other changes have been made to the Form 10-Q.

### **ITEM 6. EXHIBITS**

(a) Exhibits

See the Exhibit Index following the signature page to this Form 10-Q/A.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COWEN GROUP, INC.

By: /s/ PETER A. COHEN  
Name: Peter A. Cohen  
Title: *Chief Executive Officer and President (principal executive officer)*

By: /s/ STEPHEN A. LASOTA  
Name: Stephen A. Lasota  
Title: *Chief Financial Officer (principal financial officer and principal accounting officer)*

Date: August 8, 2013

**Exhibit Index**  
**(To Form 10-Q/A)**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification of CEO Pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).             |
| 31.2               | Certification of CFO Pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).             |
| 32                 | Certification of CEO and CFO Pursuant to Section 906 of Sarbanes-Oxley Act of 2002 (furnished herewith). |

**Certification**

I, Peter A. Cohen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of Cowen Group, Inc:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. [Intentionally omitted]
4. [Intentionally omitted]
5. [Intentionally omitted]

Date: August 8, 2013

/s/ PETER A. COHEN

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Name: Peter A. Cohen

Title: *Chief Executive Officer and President*  
*(principal executive officer)*

**Certification**

I, Stephen A. Lasota, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of Cowen Group, Inc:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. [Intentionally omitted]
4. [Intentionally omitted]
5. [Intentionally omitted]

Date: August 8, 2013

/s/ STEPHEN A. LASOTA

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Name: Stephen A. Lasota

Title: *Chief Financial Officer (principal financial officer and principal accounting officer)*

**CERTIFICATION PURSUANT TO**

**18 U.S.C. SECTION 1350**

**AS ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Cowen Group, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 8, 2013

/s/ PETER A. COHEN

Name: Peter A. Cohen

Title: Chief Executive Officer and President  
(principal executive officer)

/s/ STEPHEN A. LASOTA

Name: Stephen A. Lasota

Title: Chief Financial Officer (principal financial  
officer and principal accounting officer)

\* The foregoing certification is being furnished solely pursuant to 18 U.S.C Section 1350 and is not being filed as part of the Report or as a separate disclosure document