

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Holmes John J</u> (Last) (First) (Middle) COWEN INC. 599 LEXINGTON AVENUE (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COWEN INC. [COWN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/10/2022		A		70,000	A	(1)	283,034	D	
Class A Common Stock	03/10/2022		F		27,545 ⁽²⁾	D	\$36.1	255,489	D	
Class A Common Stock	03/10/2022		A		50	A	(3)	255,539	D	
Class A Common Stock	03/10/2022		F		7,098 ⁽⁴⁾	D	\$26.52	248,441	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On April 1, 2019, the Reporting Person was granted a performance share award consisting of 35,000 target shares, with the number of shares to be delivered upon settlement based on the attainment of certain performance metrics. In accordance with the performance share award agreement, 70,000 shares which represented the maximum payout under the performance share award agreement, were settled and delivered to the Reporting Person on March 10, 2022.
- Represents shares of the Issuer's Class A common stock withheld to satisfy tax withholding obligations upon the settlement of performance shares, in accordance with the terms of the related grant agreement, which was approved by the board of directors of the Issuer in accordance with Rule 16b-3 promulgated under the Securities Exchange Act of 1934.
- Grant of Cowen stock for no monetary consideration. The stock award was settled and delivered on March 10, 2022.
- Represents shares of the Issuer's Class A common stock withheld to satisfy tax withholding obligations upon the vesting of restricted stock, in accordance with the terms of the related grant agreement, which was approved by the board of directors of the Issuer in accordance with Rule 16b-3 promulgated under the Securities Exchange Act of 1934.

/s/ John Holmes 03/14/2022
 ** 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 4 (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.

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