

COWEN INC.
Form 8-K
May 24, 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): May 24, 2018

COWEN INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

001-34516

27-0423711

(I.R.S. Employer

(State or Other Jurisdiction of Incorporation) (Commission File Number) 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 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. ☐

EXPLANATORY NOTE

On June 5, 2017, Cowen Inc. (the “Company”) filed, with the Securities and Exchange Commission, a Current Report on Form 8-K (“Form 8-K”) regarding the closing of its acquisition of all of the issued and outstanding equity securities of Convergenx Group, LLC and its subsidiaries (“Convergenx Group”) on June 1, 2017 pursuant to a Securities Purchase Agreement with, among others, the Company and Convergenx Group dated as of April 2, 2017.

This Form 8-K is being filed to refile certain financial statements of Convergenx Group which were previously filed on August 17, 2017 on Form 8-K for the years ended December 31, 2016 and December 31, 2015 (the “Historical Convergenx Financial Statements”) and to present certain updated unaudited pro forma combined financial information for the year ended December 31, 2017, which are filed as exhibits hereto, in accordance with the requirements of Item 9.01 of Form 8-K. There have been no changes to the previously filed Historical Convergenx Financial Statements.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements of business acquired.

The audited consolidated financial statements of Convergenx Group as of December 31, 2016 and 2015, and the results of its operations for each of the three years in the period ended December 31, 2016 and the unaudited condensed consolidated interim financial statements of Convergenx Group as of March 31, 2017 and for the three month periods ended March 31, 2017 and 2016, which are being refilled, are attached as Exhibits 99.1 and 99.2, respectively, to this Form 8-K and is incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined financial statements and explanatory notes relating to the acquisition and related transactions for the twelve month period ended December 31, 2017 is attached as Exhibit 99.3 to this Form 8-K and is incorporated herein by reference.

(d) Exhibits. The following exhibits are filed herewith:

Exhibit No.	Description
<u>23.1</u>	<u>Consent of Ernst & Young, Independent Registered Public Accounting Firm for Convergenx Group, LLC and Subsidiaries.</u>
<u>99.1</u>	<u>Audited consolidated financial statements of Convergenx Group, LLC and Subsidiaries as of December 31, 2016 and 2015 and the results of its operations for each of the three years in the period ended December 31, 2016.</u>
<u>99.2</u>	<u>Unaudited consolidated interim financial statements of Convergenx Group, LLC and Subsidiaries as of March 31, 2017 and for the three month periods ended March 31, 2017 and 2016.</u>
<u>99.3</u>	<u>Unaudited pro forma condensed combined statements of operations for the twelve month period ended December 31, 2017.</u>

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.

By: /s/ STEPHEN A. LASOTA

Name: Stephen A. Lasota

Date: May 24, 2018 Title: Chief Financial Officer (principal financial officer and principal accounting officer)