

COWEN GROUP, INC.
Form 3
May 13, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
UniCredit Bank Austria AG		(Month/Day/Year)	COWEN GROUP, INC. [COWN]	
(Last)	(First)	(Middle)	05/11/2010	
SCHOTTENGASSE 6-8		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
VIENNA, C4 1010		____ Director <input checked="" type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	____ Officer ____ Other	
		(give title below) (specify below)		____ 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	8,518,685	I	See Footnotes <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UniCredit Bank Austria AG SCHOTTENGASSE 6-8 VIENNA, C4 1010	Â	Â X	Â	Â

Signatures

UNICREDIT BANK AUSTRIA AG	05/13/2010
**Signature of Reporting Person	Date
/s/ Markus Schwimann, Prokurist of UniCredit Bank Austria AG	05/13/2010
**Signature of Reporting Person	Date
/s/ Josef Duregger, Senior Manager	05/13/2010
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).

Represents 8,518,685 shares of Class A Common Stock that underlie BA Alpine Holdings, Inc's. capital in RCG Holdings LLC ("RCG"). 37,536,856 shares of Class A Common Stock were issued to RCG (the "RCG Shares") upon the consummation of the transactions (the "Transactions") contemplated by the Transaction Agreement and Plan of Merger, dated as of June 3, 2009, by and among Cowen Group, (1) Inc. (f/k/a LexingtonPark Parent Corp.), Cowen Holdings, Inc. (f/k/a Cowen Group, Inc.), Lexington Merger Corp., Ramius LLC (f/k/a Park Exchange LLC) and RCG. BA Alpine Holdings, Inc. ("BA Alpine") holds a nonvoting interest in RCG based upon BA Alpine's capital contributions to RCG. The 8,518,685 shares of Class A Common Stock are attributable to BA Alpine as such shares underlie its nonvoting interest in RCG. (Continued in Footnote 2)

As of the date hereof, BA Alpine is permitted to withdraw the entirety of its capital from RCG at any time, subject to providing proper notice to the managing member of RCG. Upon a withdrawal of capital by BA Alpine, RCG will distribute to BA Alpine, at its election, (2) (i) the RCG Shares underlying the withdrawn capital (subject to certain provisions set forth in the RCG Operating Agreement) or (ii) cash, in which instance RCG will sell RCG Shares (subject to applicable securities laws) attributable to BA Alpine on or prior to effectiveness of such withdrawal and will use the net cash proceeds of such sale to satisfy the withdrawal request in cash. As the direct corporate parent of BA Alpine, UniCredit Bank Austria AG may be deemed to beneficially own the 8,518,685 shares of Class A Common Stock deemed to be owned by BA Alpine.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.