

Toffolon John E Jr  
 Form 4  
 November 03, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Toffolon John E Jr

(Last) (First) (Middle)

C/O COWEN GROUP, INC., 1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Cowen Holdings, Inc. [COWN]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/02/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	11/02/2009		D	40,000 D 11 0		D	
Common stock	11/02/2009		D	10,000 D 11 0		I	Held by family trusts

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

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**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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted stock units	(2)	11/02/2009		D	7,868	(2) (2)	common stock	0

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Toffolon John E Jr  
C/O COWEN GROUP, INC.  
1221 AVENUE OF THE AMERICAS  
NEW YORK, NY 10020

X

## Signatures

/s/ John E.  
Toffolon, Jr. 11/02/2009

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

(1) All common stock of the Issuer (f/k/a/ Cowen Group, Inc.) beneficially owned by the filer was converted into Class A common stock, par value \$0.01 per share, of Cowen Group, Inc. (f/k/a LexingtonPark Parent Corp.) at the closing of the business combination transaction involving the Issuer and RCG Holdings LLC (f/k/a Ramius LLC).

(2) The restricted stock units of the Issuer (f/k/a Cowen Group, Inc.) beneficially owned by the filer were converted into restricted stock units with respect to the number of shares of Class A common stock, par value \$0.01 per share, of Cowen Group, Inc. (f/k/a LexingtonPark Parent Corp.) equal to the shares of Issuer common stock subject to the restricted stock units at the closing of the business combination transaction involving the Issuer and RCG Holdings LLC (f/k/a Ramius LLC).

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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