

COWEN INC.
Form 3
March 29, 2019

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 *

COWEN INC.

(Last) (First) (Middle)

599 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/26/2019

3. Issuer Name and Ticker or Trading Symbol

Constellation Alpha Capital Corp. [CNAC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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)

Ordinary Shares ⁽¹⁾308,596 ⁽²⁾

I

By Cowen Investments II LLC

Ordinary Shares ⁽¹⁾610,700 ⁽³⁾

I

By Cowen and Company, LLC

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

SEC 1473 (7-02)

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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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWEN INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022	Â	Â X	Â	Â
Cowen Investments II LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022	Â	Â X	Â	Â
COWEN AND COMPANY, LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022	Â	Â X	Â	Â
Cowen Holdings, Inc. 599 LEXINGTON AVENUE NEW YORK, NY 10022	Â	Â X	Â	Â
RCG LV Pearl LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022	Â	Â X	Â	Â
SOLOMON JEFFREY M 599 LEXINGTON AVENUE NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

Cowen Inc., By: /s/ Owen S. Littman, General Counsel	03/28/2019
_____ **Signature of Reporting Person	Date
Cowen Investments II, LLC, By: RCG LV Pearl LLC, sole member, By: Cowen Inc., sole member, By: /s/ Owen S. Littman, General Counsel	03/28/2019
_____ **Signature of Reporting Person	Date
Cowen and Company, LLC, By: Cowen Holdings, Inc., sole member, By: /s/ Owen S. Littman, General Counsel	03/28/2019
_____ **Signature of Reporting Person	Date
Cowen Holdings, Inc., By: /s/ Owen S. Littman, General Counsel	03/28/2019
_____ **Signature of Reporting Person	Date
RCG LV Pearl LLC, By: Cowen Inc., sole member, By: /s/ Owen S. Littman, General Counsel	03/28/2019
_____ **Signature of Reporting Person	Date
/s/ Jeffrey M. Solomon	03/28/2019
_____ **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).

This Form 3 is filed jointly by Cowen Inc., Cowen Investments II LLC ("Cowen Investments II"), Cowen and Company, LLC ("Cowen and Company"), Cowen Holdings, Inc. ("Cowen Holdings"), RCG LV Pearl LLC ("RCG") and Jeffrey M. Solomon (collectively, the

- (1) "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of Constellation Alpha Capital Corp.'s (the "Issuer") outstanding ordinary shares. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

- (2) Represents securities owned directly by Cowen Investments II. As the sole member of Cowen Investments II, RCG may be deemed to beneficially own the securities owned directly by Cowen Investments II. As the sole member of RCG, Cowen Inc. may be deemed to beneficially own the securities owned directly by Cowen Investments II. As Chief Executive Officer of Cowen Inc., Mr. Solomon may be deemed to beneficially own the securities owned directly by Cowen Investments II.

- (3) Represents securities owned directly by Cowen and Company. As the sole member of Cowen and Company, Cowen Holdings may be deemed to beneficially own the securities owned directly by Cowen and Company. As the sole member of Cowen Holdings, RCG may be deemed to beneficially own the securities owned directly by Cowen and Company. As the sole member of RCG, Cowen Inc. may be deemed to beneficially own the securities owned directly by Cowen and Company. As Chief Executive Officer of Cowen Inc., Mr. Solomon may be deemed to beneficially own the securities owned directly by Cowen and Company.

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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