

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â COWEN INC. | | (Month/Day/Year) | Constellation Alpha Capital Corp. [CNAC] | |
| (Last) | (First) | (Middle) | 03/26/2019 | |
| 599 LEXINGTON AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10022 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

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

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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