



William Slattery, CFA  
Vice President  
Listing Qualifications

Electronic Mail Only

June 13, 2018

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on June 13, 2018 The Nasdaq Stock Market (the "Exchange") received from COWEN INC. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

7.75% Senior Notes due 2033

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

A handwritten signature in black ink that reads 'William Slattery'.