

GENWORTH FINANCIAL INC
 Form 4
 January 03, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
RIEPE JAMES S

2. Issuer Name and Ticker or Trading Symbol
GENWORTH FINANCIAL INC [GNW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2007

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

C/O GENWORTH FINANCIAL, INC, 6620 WEST BROAD STREET

(Street)

4. 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

RICHMOND, VA 23220

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	12/31/2007	A		930.4309		(1)	(1)	Class A Common Stock	930.4309

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIEPE JAMES S C/O GENWORTH FINANCIAL, INC 6620 WEST BROAD STREET RICHMOND, VA 23220	X			

Signatures

/s/ Richard J. Oelhafen, Jr.,
Attorney-in-Fact

**Signature of Reporting Person

01/03/2008

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) Deferred Stock Units become payable in cash (based on the cash value of a share of Class A Common Stock) beginning one year after termination of service as a director. The Reporting Person may elect to receive such amount as a lump sum or in payments spread out for up to 10 years.
- (2) The number of Deferred Stock Units acquired represents a portion of the Reporting Person's retainer fee and was based on a price of \$25.7945 per share of Class A Common Stock.

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. **RDER-BOTTOM:1px solid #000000; padding-right:8px">**

Aggregate Amount Beneficially Owned by Each Reporting Person

4,833,634

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

Percent of Class Represented by Amount in Row (11)

4.2%

14.

Type of Reporting Person (See Instructions)

BK

1. Names of Reporting Persons

UniCredit Bank Austria AG

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

UniCredit Bank Austria AG is organized under the laws of Austria

7. Sole Voting Power

Number of

Shares **4,833,634**

Beneficially 8. Shared Voting Power

Owned by

Each **0**

9. Sole Dispositive Power

Reporting

Person **4,833,634**

With 10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Explanation of Responses:

4,833,634

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

4.2%

14. Type of Reporting Person (See Instructions)

BK

1. Names of Reporting Persons

BA Alpine Holdings, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

BA Alpine Holdings, Inc. is organized under the laws of the State of Delaware

7. Sole Voting Power

Number of

Shares **4,833,634**

Beneficially 8. Shared Voting Power

Owned by

Each **0**

9. Sole Dispositive Power

Reporting

Person **4,833,634**

With 10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Explanation of Responses:

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4,833,634

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

4.2%

14. Type of Reporting Person (See Instructions)

CO, IV, OO

Item 1. Security and Issuer

This Statement on Schedule 13D relates to the Class A Common Stock, par value \$.01 per share (the **Class A Common Stock**), of Cowen Group, Inc., a Delaware corporation (the **Issuer**). The principal executive offices of the Issuer are located at 599 Lexington Avenue, 20th Floor, New York, New York 10022. This Amendment No. 4 (**Amendment No. 4**) supplements and amends the Schedule 13D filed on March 12, 2010 (the **Original Schedule 13D**) by BA Alpine Holdings, Inc. (**BA Alpine**), UniCredit Bank Austria AG (**Bank Austria**) and UniCredit S.p.A. (**UniCredit**) (collectively, the **Reporting Persons**) with respect to the Class A Common Stock, as amended on May 13, 2010 (**Amendment No. 1**), February 20, 2013 (**Amendment No. 2**), and June 25, 2013 (**Amendment No. 3**). Capitalized terms used in this Amendment No. 4 and not otherwise defined herein shall have the same meanings ascribed to them in the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and/or Amendment No. 3. The Reporting Persons are filing this Amendment No. 4 to report that, as a result of certain sales of the Class A Common Stock in ordinary market transactions (see Item 5), the Reporting Persons' beneficial ownership of the Class A Common Stock has decreased by more than one percent, and that the Reporting Persons have ceased to be the beneficial owner of more than five percent of the Class A Common Stock. Except as specifically amended by this Amendment No. 4, the disclosure in the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2 and Amendment No. 3, remains in full force and effect.

Item 4. Purpose of Transaction

The responses set forth in Item 4 of the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and Amendment No. 3 are hereby amended and supplemented as follows:

Between June 25 and July 17, 2013, the Reporting Persons effected sales of 1,847,668 shares of the Class A Common Stock in open market transactions in the ordinary course of their business and not with the purpose nor with the effect of changing or influencing the control of the Issuer, nor in connection with or as a participant in any transaction having such purpose or effect. (See Item 5(c) for a list of transactions.) The Reporting Persons may in the future determine to purchase more shares of the Issuer's Class A Common Stock and/or dispose of shares of the Issuer's Class A Common Stock in the ordinary course of their business activities, as market and other conditions dictate. Other than as described herein, none of the Reporting Persons have any plans or proposals that would result in any of the actions described in paragraphs (b) through (j) of Item 4 of the instructions to Schedule 13D.

Item 5. Interest in Securities of the Issuer

The responses set forth in Item 5(a), (b), (c) and (e) of the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and Amendment No. 3 are hereby amended and supplemented as follows:

(a) The following disclosure assumes that there are 116,058,284 shares of the Issuer's Class A Common Stock outstanding as of May 6, 2013, which figure is based on the Issuer's Form 10-Q filed on May 8, 2013.

(b) Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the **Exchange Act**), as of the close of business on July 17, 2013, BA Alpine may be deemed to beneficially own 4,833,634 shares of the Issuer's Class A Common Stock, which constitutes approximately 4.2 percent of the Issuer's outstanding Class A Common Stock. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that BA Alpine is the beneficial owner of any of the Issuer's Class A Common Stock referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

As the direct corporate parent of BA Alpine, Bank Austria has the power to direct the voting of and disposition of any shares of the Issuer's Class A Common Stock deemed to be beneficially owned by BA Alpine. As a result, Bank Austria may be deemed to beneficially own any shares of the Issuer's Class A Common Stock deemed to be beneficially owned by BA Alpine. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that Bank Austria is the beneficial owner of any of the Issuer's Class A Common Stock referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

As the direct corporate parent of Bank Austria, UniCredit has the power to direct the voting of and disposition of any shares of the Issuer's Class A Common Stock deemed to be beneficially owned by Bank Austria. As a result, UniCredit may be deemed to beneficially own any shares of the Issuer's Class A Common Stock deemed to be beneficially owned by Bank Austria. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that UniCredit is the beneficial owner of any of the BA Alpine Shares referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

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Except as disclosed herein, no Reporting Person and, to the best of each Reporting Person's knowledge, no executive officer or director of such Reporting Person, presently has the power to vote or to direct the vote or to dispose of or direct the disposition of any of the shares of the Issuer's Class A Common Stock.

(c) Between June 25, 2013, and July 17, 2013, the Reporting Persons sold 1,847,668 shares of the Class A Common Stock in open market transactions. A list of those transactions is provided below. Other than as described herein, no Reporting Person and, to the best of each Reporting Person's knowledge, no executive officer or director of such Reporting Person, has engaged in any transaction during the past 60 days in any shares of the Issuer's Class A Common Stock.

Transaction Date	Number of Shares	Price per share
6-25-2013	203,026	2.9942
6-26-2013	44,129	3.0091
6-27-2013	25,300	3.0015
7-01-2013	74,998	3.0024
7-02-2013	85,044	3.0013
7-03-2013	36,110	3.0001
7-05-2013	77,522	3.0013
7-08-2013	157,700	3.0112
7-09-2013	147,400	3.0636
7-10-2013	141,753	3.0710
7-11-2013	211,500	3.0779
7-12-2013	158,562	3.0893
7-15-2013	158,007	3.1257
7-16-2013	167,675	3.1097
7-17-2013	158,942	3.1050

(e) On July 11, 2013, the Reporting Persons ceased to be the beneficial owner of more than five percent of the Class A Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses set forth in Item 6 of the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and Amendment No. 3 are hereby amended and supplemented as follows:

Joint Filing Agreement

On March 12, 2010, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to securities of the Issuer, to the extent required by applicable law. A copy of this agreement is attached to the Original 13D as Exhibit 99.1 and is incorporated by reference herein.

Item 7. Material to Be Filed as Exhibits

All of the materials filed as exhibits to the Original Schedule 13D, Amendment No. 1, Amendment No.2 and Amendment No. 3 are incorporated by reference herein.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 18, 2013

UNICREDIT S.p.A.

By: /s/ Jean Pierre Mustier
Name: Jean Pierre Mustier
Title: Head of CIB Division, UniCredit S.p.A.

UNICREDIT BANK AUSTRIA AG

By: /s/ Josef Duregger
Name: Josef Duregger
Title: Head of Shareholding and Business Development

By: /s/ Markus Schwimann
Name: Markus Schwimann
Title: Prokurist of UniCredit Bank Austria AG

BA ALPINE HOLDINGS, INC.

By: /s/ Josef Duregger
Name: Josef Duregger
Title: Director, President and Treasurer

By: /s/ Nicola Corsetti
Name: Nicola Corsetti
Title: Director and Vice-President and Secretary