

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**Star Holdings**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**85512G106**

(CUSIP Number)

**March 06, 2024**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 85512G106

1	<b>NAME OF REPORTING PERSON</b> Cowen Overseas Investment LP <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b> 000000000
2	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	<b>SEC USE ONLY</b>
4	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	5 <b>SOLE VOTING POWER</b>
	6 <b>SHARED VOTING POWER</b> 977,992
	7 <b>SOLE DISPOSITIVE POWER</b>
	8 <b>SHARED DISPOSITIVE POWER</b> 977,992
9	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 977,992
10	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>
11	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 7.34%
12	<b>TYPE OF REPORTING PERSON</b> Passive Investor

CUSIP No.: 85512G106

1	<b>NAME OF REPORTING PERSON</b> Cowen and Company, LLC <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b> 38-3698933
2	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	<b>SEC USE ONLY</b>
4	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	5 <b>SOLE VOTING POWER</b>
	6 <b>SHARED VOTING POWER</b> 353,984
	7 <b>SOLE DISPOSITIVE POWER</b>
	8 <b>SHARED DISPOSITIVE POWER</b> 353,984
9	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 353,984
10	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>
11	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 2.66%
12	<b>TYPE OF REPORTING PERSON</b> Broker-dealer

CUSIP No.: 85512G106

**ITEM 1(a). NAME OF ISSUER:**

Star Holdings

**ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

1114 Avenue of the Americas  
39th Floor  
New York, NY 10036

**ITEM 2(a). NAME OF PERSON FILING:**

Cowen Overseas Investment LP  
Cowen and Company, LLC

**ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of both Cowen Overseas Investment LP and Cowen and Company, LLC is:

599 Lexington Ave.  
New York, NY 10022

**ITEM 2(c). CITIZENSHIP:**

Cayman Islands  
Delaware

**ITEM 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock

**ITEM 2(e). CUSIP NUMBER:**

85512G106

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

**ITEM 4. OWNERSHIP**

**(a) Amount beneficially owned:**

1,331,976

**(b) Percent of class:**

10%

**(c) Number of shares as to which the person has:**

(i) sole power to vote or to direct the vote:

Cowen Overseas Investment LP :

Cowen and Company, LLC :

(ii) shared power to vote or to direct the vote:

Cowen Overseas Investment LP : 977,992

Cowen and Company, LLC : 353,984

(iii) sole power to dispose or direct the disposition of:

Cowen Overseas Investment LP :

Cowen and Company, LLC :

(iv) shared power to dispose or to direct the disposition of:

Cowen Overseas Investment LP : 977,992

Cowen and Company, LLC : 353,984

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

**ITEM 10. CERTIFICATION:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**CUSIP No.: 85512G106**

**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.

March 15 2024

Cowen Overseas Investment LP

By: /s/ John Holmes

Name: John Holmes

Title: Chief Operating Officer

March 15 2024

Cowen and Company, LLC

By: /s/John Holmes

Name: John Holmes

Title: Chief Operating Officer

Attention — Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

**CUSIP No.: 85512G106**

Exhibit 1

Joint Filing Agreement

This will confirm the agreement by and among the undersigned that Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the common stock of Star Holdings will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparties, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument

Dated: March 15, 2024

Cowen Overseas Investment LP  
By: /s/ John Holmes  
Chief Operating Officer

Cowen and Company, LLC  
By: /s/ John Holmes  
Chief Operating Officer