

Virtu Financial, Inc.
Form 4
March 22, 2016

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Virtu Employee Holdco LLC

(Last) (First) (Middle)

C/O VIRTU FINANCIAL, INC., 900
THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Virtu Financial, Inc. [VIRT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

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 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|--|--|--|---|
| Class C Common Stock ⁽¹⁾ ⁽²⁾ | 12/11/2015 | | D | 57,106 | D ⁽³⁾ | 14,000,003 | D |
| Class C Common Stock ⁽¹⁾ ⁽²⁾ | 03/18/2016 | | D | 4,153 | D ⁽³⁾ | 14,412,536 | D |

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
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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-voting common interest units of Virtu Financial LLC ⁽⁴⁾ | <u>(4)</u> | 12/11/2015 | | D | | 57,106 | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 57,106 |
| Non-voting common interest units of Virtu Financial LLC ⁽⁴⁾ | <u>(4)</u> | 03/18/2016 | | D | | 4,153 | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 4,153 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Virtu Employee Holdco LLC C/O VIRTU FINANCIAL, INC. 900 THIRD AVENUE NEW YORK, NY 10022 | X | X | | See Remarks |

Signatures

/s/ Justin Waldie 03/22/2016

^{**}Signature of Reporting Person

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) Shares of Class C common stock of the Issuer ("Class C Common Stock") have one vote per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") held.

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- (2) All of the Virtu Financial Units and shares of Class C Common Stock are held by the reporting person for the benefit of certain directors, employees and former employees of the Issuer and its consolidated subsidiaries. 384,931 Virtu Financial Units held by the reporting person are subject to the time-based vesting tied to the continued employment of the employees for whom the relevant Virtu Financial Units are held. The reporting person disclaims beneficial ownership over the Virtu Financial Units and shares of Class C Common Stock to the extent that it does not have any pecuniary interest therein.

- (3) Following the termination of employment of two employees on October 12, 2015 and January 19, 2016, Virtu Financial LLC repurchased the shares of class C Common Stock and the Virtu Financial Units held by the reporting person on behalf of such former employees. The Virtu Financial Units were repurchased at the closing price of the shares of Class A Common Stock on October 12, 2015 and March 17, 2016, respectively, and the corresponding shares of Class C Common Stock were repurchased for nominal consideration.

- (4) Pursuant to the terms of the Exchange Agreement, effective as of April 15, 2015, by and among the Issuer, Virtu Financial LLC and the equityholders of Virtu Financial LLC (the "Exchange Agreement"), Virtu Financial Units, together with a corresponding number of shares of Class C Common Stock, may be exchanged for shares of Class A common stock of the Issuer, which have one vote per share and economic rights (including rights to dividends and distributions upon liquidation), on a one-for-one basis at the discretion of the holder. The exchange rights under the Exchange Agreement do no expire.

Remarks:

By virtue of its relationship with Mr. Vincent Viola, who is the managing member of the reporting person and a director of the

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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