

KNIGHT CAPITAL GROUP, INC.  
Form 4  
March 01, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
GETCO Holding Company, LLC

2. Issuer Name and Ticker or Trading Symbol  
KNIGHT CAPITAL GROUP, INC.  
[KCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
350 N. ORLEANS STREET, 3RD  
FL SOUTH  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2013

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

CHICAGO, IL 60654

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |   |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                                      |   |                          |
| Class A Common Stock            | 02/28/2013                           |  | C(1)                           | 56,875,362  | A   | \$ 0 (1)   | 56,876,429                                 | I | Held by Subsidiaries (2) |

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)**

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| 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) |                  |                 |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
| Series A-1 Convertible Preferred Stock     | (3)  | 02/28/2013                           |  | C <sup>(1)</sup>               | 85,313  | (3)  | (3)   |                  |                 | Class A Common Stock | 56,875,362                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GETCO Holding Company, LLC<br>350 N. ORLEANS STREET, 3RD FL SOUTH<br>CHICAGO, IL 60654       |               | X         |         |       |
| GETCO Strategic Investments, LLC<br>350 N. ORLEANS STREET, 3RD FL SOUTH<br>CHICAGO, IL 60654 |               | X         |         |       |

## Signatures

/s/ Alex Sadowski, Authorized Signatory 03/01/2013  
\*\*Signature of Reporting Person Date

/s/ Alex Sadowski, Authorized Signatory 03/01/2013  
\*\*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) Conversion of shares of Series A-1 Convertible Preferred Stock into Class A Common Stock for no additional consideration pursuant to the terms of the Series A-1 Convertible Preferred Stock.
- 56,875,362 shares of Class A Common Stock are directly held by GETCO Strategic Investments, LLC, a subsidiary of GETCO Holding Company, LLC, and 1,067 shares of Class A Common Stock are held by a different wholly-owned subsidiary of GETCO Holding Company, LLC. GETCO Holding Company, LLC disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (2) Shares of Series A-1 Convertible Preferred Stock were convertible at the option of the holder into shares of Class A Common Stock at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-1 Convertible Preferred Stock, subject to customary anti-dilution adjustments. In addition, if the closing price of the Class A Common Stock exceeds 200% of the then applicable conversion

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price for 60 consecutive trading days, all of the outstanding shares of Series A-1 Convertible Preferred Stock would mandatorily convert into shares of Class A Common Stock at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-1 Convertible Preferred Stock (subject to customary anti-dilution adjustments), which reflects an approximate initial conversion price of \$1.50 per share of Class A Common Stock. All Series A-1 Convertible Preferred Stock mandatorily converted on February 28, 2013.

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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