

STANDEX INTERNATIONAL CORP/DE/

Form 4

January 08, 2002

1. Name and Address of Reporting Person
Gerstberger, Peter G.
Standex International Corporation
6 Manor Parkway
Salem, NH 03079-
USA
2. Issuer Name and Ticker or Trading Symbol
Standex International Corp. (SXI)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
1/2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Group Vice President Consumer
7. 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	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code V	4. Securities Acquired (A) or Disposed of (D) Amount A/D Price	5. Amou Secu Bene Owne End Mont
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Common Stock

12/31/2001 J

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\$

796,213

Income before income taxes and noncontrolling interest

211,443

4,486

-

215,929

(1) Amounts shown in the Corporate segment include eliminations of income statement and balance sheet items included in the Company's other segments.

20. Related Party Transactions

The Company incurs expenses and maintains balances with its affiliates in the ordinary course of business. As of December 31, 2017, and December 31, 2016, the Company had a receivable of \$0.08 million and a payable of \$0.2 million to its affiliates, respectively.

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The Company conducts securities lending transactions with Industrial and Commercial Bank of China (“ICBC”), which is partially owned by Temasek Holdings (Private) Limited and its affiliates. As of December 31, 2017, the Company had a securities borrowed contract of \$23.1 million and a securities loaned contract of \$1.1 million with ICBC. The Company did not have outstanding securities with ICBC as of December 31, 2016.

The Company purchases network connections services from affiliates of Level 3 Communications (“Level 3”). Temasek Holdings (Private) Limited and its affiliates have a significant ownership interest in Level 3. During the years ended December 31, 2017, 2016 and 2015 the Company paid \$2.5 million, \$2.4 million, and \$4.3 million, respectively, to Level 3 for these services.

The Company purchases and leases computer equipment and maintenance and support from affiliates of Dell Inc. (“Dell”). Temasek Holdings (Private) Limited and its affiliates have a significant ownership interest in Dell. During the years ended December 31, 2017, 2016 and 2015, the Company paid \$2.5 million, \$2.7 million and \$3.6 million, respectively, to Dell for these purchases and leases.

The Company purchases telecommunications services from Singapore Telecommunications Limited (“Singtel”). Temasek and its affiliates have a significant ownership interest in Singtel. During the years ended December 31, 2017, 2016, and 2015, the Company paid \$0.1 million, \$0.2 million, and \$0.1 million, respectively, to Singtel for these purchases.

The Company employed the son of the Company’s Founder and Executive Chairman, as a trader during the year ended December 31, 2015. This employee was paid approximately \$0.8 million of employee compensation during year ended December 31, 2015, and granted 60,000 stock options with respect to shares of the Company’s Class A common stock under the 2015 Management Incentive Plan. The Company had no such expense during the years ended December 31, 2017 and 2016.

The Company has engaged a member of the Board of Directors to provide leadership consulting services. The Company has paid approximately \$4 thousand, \$0.03 million and \$0.1 million for such engagement for the years ended December 31, 2017, 2016, and 2015, respectively.

Additionally, the Company entered into sublease arrangements with affiliates of the Company’s Founder and Executive Chairman for office space no longer used by the Company. For the years ended December 31, 2017, 2016 and 2015, the Company received \$0.06 million, \$0.04 million and \$0.1 million, respectively, pursuant to these arrangements.

The Company has held a minority interest in SBI since 2016 (See Note 11, “Financial Assets and Liabilities”). The Company pays exchange fees to SBI for the trading activities conducted on its proprietary trading system. The

Company paid \$6.0 million and \$2.2 million for the year ended December 31, 2017 and for the period since the completion of the minority interest investment to December 31, 2016, respectively.

The Company makes payments to two JVs (See Note 2, “Summary of Significant Accounting Policies”) to fund the construction of the microwave communication networks, and to purchase microwave communication networks, which are recorded within communications and data processing on the consolidated statements of comprehensive income. The Company made payments of \$8.3 million and \$0.6 million to the JVs for the years ended December 31, 2017 and 2016, respectively. The Company made no such payments for the year ended December 31, 2015.

21. Parent Company

VFI is the sole managing member of Virtu Financial, which guarantees the indebtedness of its direct subsidiary under the senior secured facility and senior secured second lien notes (Note 10 “Borrowings”). VFI is limited to its ability to receive distributions (including for purposes of paying corporate and other overhead expenses and dividends) from Virtu Financial under its Fourth Amended and Restated Credit Agreement and senior secured second lien notes. The following financial statements (the “Parent Company Only Financial Statements”) should be read in conjunction with the consolidated financial statements of the Company and the foregoing.

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The condensed statements of financial condition as of December 31, 2017 and 2016 reflect the condensed financial condition of VFI. The condensed statements of comprehensive income and of cash flows for the year ended December 31, 2015 reflect the condensed operating results and cash flows of Virtu Financial prior to April 15, 2015 and reflect the condensed operating results and cash flows of VFI from April 16, 2015 through December 31, 2015.

Virtu Financial, Inc.

(Parent Company Only)

Condensed Statements of Financial Condition

(In thousands except interest data)	As of December 31,	
	December 31, 2017	December 31, 2016
Assets		
Cash	\$ 60,193	\$ 17,149
Deferred tax asset	124,631	192,961
Investment in subsidiary	1,549,162	165,204
Other assets	10,731	1,892
Total assets	\$ 1,744,717	\$ 377,206
Liabilities, redeemable membership interest and equity		
Liabilities		
Payable to affiliate	\$ 767,101	\$ 129
Accounts payable and accrued expenses and other liabilities	7	—
Tax receivable agreement obligations	147,040	231,404
Total liabilities	\$ 914,148	\$ 231,533
Virtu Financial Inc. Stockholders' equity		
Class A-1 — Authorized and Issued — 0 and 0 interests, Outstanding — 0 and 0 interests, at December 31, 2017 and 2016, respectively	—	—
Class A-2 — Authorized and Issued — 0 and 0 interests, Outstanding — 0 and 0 interests, at December 31, 2017 and 2016, respectively	—	—
Class A common stock (par value \$0.00001), Authorized — 1,000,000,000 and 1,000,000,000 shares, Issued — 90,415,532 and 40,436,580 shares, Outstanding — 89,798,609 and 39,983,514 shares at December 31, 2017 and 2016, respectively	1	—
Class B common stock (par value \$0.00001), Authorized — 175,000,000 and 175,000,000 shares, Issued and Outstanding — 0 and 0 shares at December 31, 2017 and 2016, respectively	—	—
Class C common stock (par value \$0.00001), Authorized — 90,000,000 and 90,000,000 shares, Issued — 17,880,239 and 19,810,707 shares, Outstanding — 17,880,239 and 19,810,707, at December 31, 2017 and 2016, respectively	—	—

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Class D common stock (par value \$0.00001), Authorized — 175,000,000 and 175,000,000 shares, Issued and Outstanding — 79,610,490 and 79,610,490 shares at December 31, 2017 and 2016, respectively	1	1
Treasury stock, at cost, 616,923 and 453,066 shares at December 31, 2017 and 2016, respectively	(11,041)	(8,358)
Additional paid-in capital	900,746	155,536
Accumulated deficit	(62,129)	(1,254)
Accumulated other comprehensive income (loss)	2,991	(252)
Total Virtu Financial Inc. stockholders' equity	\$ 830,569	\$ 145,673
Total liabilities and stockholders' equity	\$ 1,744,717	\$ 377,206

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Virtu Financial, Inc.

(Parent Company Only)

Condensed Statements of Comprehensive Income

(in thousands)	For the Years Ended		
	December 31,		
	2017	2016	2015
Revenues:			
Service fee revenue	\$ —	\$ —	\$ 445
Other Income	86,599	—	—
	86,599	—	445
Operating Expenses:			
Operations and administrative	181	198	447
Income (loss) before equity in income of subsidiary	86,418	(198)	(2)
Equity in income of subsidiary, net of tax	(83,479)	33,178	104,036
Net income	\$ 2,939	\$ 32,980	\$ 104,034
Net income attributable to common stockholders	2,939	32,980	20,887
Other comprehensive income (loss):			
Foreign currency translation adjustment, net of taxes	3,243	(351)	(4,534)
Comprehensive income	\$ 6,182	\$ 32,629	\$ 16,353

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Virtu Financial, Inc.

(Parent Company Only)

Condensed Statements of Cash Flows

(in thousands)	For the Years Ended		
	December 31,		
	2017	2016	2015
Cash flows from operating activities			
Net income	\$ 2,939	\$ 32,980	\$ 104,034
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in income of subsidiary, net of tax	(513,601)	157,975	(18,237)
Tax receivable agreement obligation reduction	(86,599)	—	—
Deferred taxes	102,973	13,197	3,392
Other	(8,500)	—	—
Changes in operating assets and liabilities:	(8,832)	(4,012)	5,900
Net cash provided by (used in) operating activities	(511,620)	200,140	95,089
Cash flows from investing activities			
Acquisition of KCG Holdings, net of cash acquired, described in Note 3	(23,908)	—	—
Investments in subsidiaries, equity basis	16,846	24,893	64,624
Net cash provided by (used in) investing activities	(7,062)	24,893	64,624
Cash flows from financing activities			
Distribution to members	—	—	(130,000)
Distribution from Virtu Financial to non-controlling interest	(89,563)	(162,969)	(81,377)
Dividends	(63,814)	(37,759)	(17,362)
Payments on repurchase of non-voting common interest	(11,143)	(2,000)	(2,097)
Repurchase of Class C common stock	—	(98)	—
Purchase of treasury stock	(2,683)	(4,539)	(3,819)
Tax receivable agreement obligations	(7,045)	—	—
Issuance of common stock, net of offering costs	735,974	—	327,366
Repurchase of Virtu Financial Units and corresponding number of Class A and C common stock in connections with IPO	—	—	(277,153)
Issuance of common stock in connection with secondary offering, net of offering costs	—	16,677	7,782
Repurchase of Virtu Financial Units and corresponding number of Class C common stock in connection with secondary offering	—	(17,383)	(8,805)
Net cash provided by (used in) financing activities	\$ 561,726	\$ (208,071)	\$ (185,465)
Net increase (decrease) in Cash	\$ 43,044	\$ 16,962	\$ (25,752)

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Cash, beginning of period	17,149	187	25,939
Cash, end of period	\$ 60,193	\$ 17,149	\$ 187
Supplemental disclosure of cash flow information:			
Taxes paid	\$ 133	\$ 8,813	\$ 5,615
Non-cash financing activities			
Tax receivable agreement described in Note 6	1,534	-	(21,854)
Secondary offerings described in Note 15	-	1,350	-

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22. Subsequent Events

The Company has evaluated subsequent events for adjustment to or disclosure in its consolidated financial statements through the date of this report, and has not identified any recordable or disclosable events, not otherwise reported in these consolidated financial statements or the notes thereto, except for the following:

On January 2, 2018, the Company completed the sale of its BondPoint business to ICE for total gross proceeds of \$400 million. The Company used the after-tax net proceeds to prepay \$250.0 million of principal under its Fourth Amended and Restated Credit Agreement. Concurrently with the closing of the sale of BondPoint, on January 8, 2018, the Company entered into a refinancing transaction to reprice its senior secured term loan at LIBOR plus 3.25%, along with additional principal repayment of \$26.0 million. Following the refinancing the transaction, the total principal outstanding under the senior secured facility is \$624 million.

The following table contains information about the Company's purchases of its Class A common stock during the period from January 1, 2018 to the date of this report (in thousands, except average price paid per share):

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January 1, 2018 - January 31, 2018 Common stock repurchases	—	—	—	—
February 1, 2018 - February 28, 2018 Common stock repurchases	375,000	\$ 29.27	375,000	39,023,750
March 1, 2018 - March 13, 2018 Common stock repurchases	—	—	—	39,023,750
Total Common stock repurchases	375,000	29.27	375,000	39,023,750

(1) On February 8, 2018, the Company's board of directors authorized a new share repurchase program of up to \$50.0 million in Class A common stock and common units by March 31, 2019. The Company may repurchase shares from time to time in open market transactions, privately negotiated transactions or by other means. Repurchases may also be made under Rule 10b5-1 plans. The timing and amount of repurchase transactions will be determined by the Company's management based on its evaluation of market conditions, share price, legal requirements and other factors. The program may be suspended, modified or discontinued at any time without prior notice. There are no assurances that any further repurchases will actually occur.

On February 8, 2018, the Company's board of directors declared a dividend of \$0.24 per share of Class A common stock and Class B common stock and per Restricted Stock Unit that will be paid on March 15, 2018 to holders of record as of March 1, 2018.

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SUPPLEMENTAL FINANCIAL INFORMATION

Consolidated Quarterly Results of Operations (Unaudited)

(in thousands, except share and per share data)	For the Three Months Ended			
	March 31, 2017	June 30, 2017	September 30, 2017	December 31, 2017
Total revenue	\$ 147,287	\$ 144,888	\$ 271,286	\$ 464,521
Total operating expenses	123,405	139,696	317,781	333,936
Operating income (loss)	\$ 23,882	\$ 5,192	\$ (46,495)	\$ 130,585
Net income (loss)	\$ 21,074	\$ 4,413	\$ (39,990)	\$ 33,401
Less: net income (loss) attributable to noncontrolling interests	16,494	3,512	(26,472)	22,425
Net income (loss) attributable to Virtu Financial, Inc.	\$ 4,580	\$ 901	\$ (13,518)	\$ 10,976
Net income per share of common stock:				
Basic	\$ 0.10	\$ 0.01	\$ (0.17)	\$ 0.12
Diluted	\$ 0.10	\$ 0.01	\$ (0.17)	\$ 0.12

(in thousands, except share and per share data)	For the Three Months Ended			
	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
Total revenue	\$ 192,638	\$ 174,181	\$ 164,806	\$ 170,647
Total operating expenses	133,936	129,767	126,932	132,046
Operating income	\$ 58,702	\$ 44,414	\$ 37,874	\$ 38,601
Net income	\$ 51,356	\$ 39,286	\$ 33,023	\$ 34,675
Less: net income attributable to noncontrolling interests	41,008	30,908	25,997	27,447
Net income attributable to Virtu Financial, Inc.	\$ 10,348	\$ 8,378	\$ 7,026	\$ 7,228
Net income per share of common stock:				
Basic	\$ 0.27	\$ 0.21	\$ 0.18	\$ 0.18
Diluted	\$ 0.26	\$ 0.21	\$ 0.18	\$ 0.18

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, (the “Exchange Act”)) as of December 31, 2017. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2017, our disclosure controls and procedures were effective to ensure information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the periods specified in the Securities and Exchange Commission’s rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, with the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error and mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of controls.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or because the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

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Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those written policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that receipts and expenditures are being made only in accordance with management and director authorization; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2017. Management based this assessment on criteria described in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management determined that as of December 31, 2017, we maintained effective internal control over financial reporting.

We acquired KCG Holdings, Inc. ("KCG") on July 20, 2017, and have not yet included KCG in our assessment of the effectiveness of our internal control over financial reporting. SEC staff guidance permits a company to exclude an acquired business from management's assessment of the effectiveness of internal control over financial reporting for the year in which the acquisition completed. As of December 31, 2017, KCG accounted for 3.5 billion of our total assets, and \$379 million of our total revenue for the year end December 31, 2017.

Attestation Report on Internal Control over Financial Reporting

As an emerging growth company under Section 103 of the JOBS Act, we are not required to provide, and this report does not include, an attestation report of our independent registered public accounting firm regarding our internal control over financial reporting.

Changes to Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the year ended December 31, 2017 that has or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information with respect to this Item will be set forth in our 2018 Proxy Statement, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2017. For the limited purpose of providing the information necessary to comply with this Item 10, the 2018 Proxy Statement is incorporated herein by this reference. All references to the Proxy Statement in this Part III are exclusive of the information set forth under the caption "Audit Committee Report."

Our board of directors has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which is available on our website (www.virtu.com) under "Corporate Governance." We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendment to, or waiver from, a provision of our Code of Business Conduct and Ethics by posting such information on our website at the address and location specified above.

ITEM 11. EXECUTIVE COMPENSATION

Information with respect to this Item will be set forth in our 2018 Proxy Statement, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2017. For the limited purpose of providing the information necessary to comply with this Item 11, the 2018 Proxy Statement is incorporated herein by this reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information with respect to this Item will be set forth in our 2018 Proxy Statement, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2017. For the limited purpose of providing the information necessary to comply with this Item 12, the 2018 Proxy Statement is incorporated herein by this reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information with respect to this Item will be set forth in our 2018 Proxy Statement, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2017. For the limited purpose of providing the information necessary to comply with this Item 13, the 2018 Proxy Statement is incorporated herein by this reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information with respect to this Item will be set forth in our 2018 Proxy Statement, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2017. For the limited purpose of providing the information necessary to comply with this Item 14, the 2018 Proxy Statement is incorporated herein by this reference.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Consolidated Financial statements

The consolidated financial statement required to be filed in the Form 10-K are listed in Part II, Item 8 hereof.

2. Financial Statement Schedule

See “Index to Consolidated Financial Statements” in this Form 10-K listed in Part II, Item 8 hereof.

3. Exhibits

Exhibit Number	Description
2.1	<u>Reorganization Agreement, dated April 15, 2015, by and among Virtu Financial, Inc., Virtu Financial Merger Sub LLC, Virtu Financial Intermediate Holdings LLC, Virtu Financial Merger Sub II LLC, Virtu Financial Intermediate Holdings II LLC, Virtu Financial LLC, VFH Parent LLC, SLP Virtu Investors, LLC, SLP III EW Feeder I, L.P., SLP III EW Feeder II, L.P., Silver Lake Technology Associates III, L.P., SLP III EW Feeder LLC, Havelock Fund Investments Pte Ltd., Wilbur Investments LLC, VV Investment LLC, Virtu East MIP LLC, Virtu Employee Holdco LLC, TJMT Holdings LLC (f/k/a Virtu Holdings LLC), Virtu Financial Holdings LLC and the Other Class A Members named therein (incorporated herein by reference to Exhibit 2.1 to the Company’s Quarterly Report on Form 10-Q, as amended (File No. 001-37352), filed on May 29, 2015).</u>
2.2	<u>Merger Agreement, dated April 15, 2015, by and among Virtu Financial, Inc., Virtu Financial Merger Sub LLC, Virtu Financial Intermediate Holdings LLC, SLP III EW Feeder Corp., SLP III EW Feeder I, L.P. and Havelock Fund Investments Pte Ltd (incorporated herein by reference to Exhibit 2.2 to the Company’s quarterly report on Form 10-Q, as amended (File No. 001-37352), filed on May 29, 2015).</u>
2.3	<u>Merger Agreement, dated April 15, 2015, by and among Virtu Financial, Inc., Virtu Financial Merger Sub II LLC, Virtu Financial Intermediate Holdings II LLC and Wilbur Investments LLC (incorporated herein by reference to Exhibit 2.3 to the Company’s Quarterly Report on Form 10-Q, as amended (File No. 001-37352), filed on May 29, 2015).</u>
2.4	

- 2.5 Agreement and Plan of Merger, dated April 20, 2017, by and among Virtu Financial, Inc., Orchestra Merger Sub, Inc. and KCG Holdings, Inc. (incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 001-37352) filed on April 21, 2017).
- 3.1 Temasek Investment Agreement, dated April 20, 2017, by and between Virtu Financial, Inc. and Aranda Investments Pte. Ltd. (incorporated herein by reference to Exhibit 2.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on May 10, 2017).
- 3.2 Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352), filed on May 29, 2015).
- 4.1 Amended and Restated By-laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352), filed on May 29, 2015).
- 4.2 Indenture, dated as of June 16, 2017, by and among Orchestra Borrower LLC, Orchestra Co-Issuer, Inc. and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on August 9, 2017).
- 4.2 Escrow End Date Supplemental Indenture, dated as July 20, 2017, by and among VFH Parent LLC, Orchestra Borrower LLC, Orchestra Co-Issuer, Inc. Virtu Financial LLC, the other parties that are signatories thereto as Guarantors and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on August 9, 2017).

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Exhibit Number	Description
10.1†	<u>Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.2 to the Company's Amendment No. 2 to Form S-1 Registration Statement (File No. 333-194473) filed on February 20, 2015).</u>
10.2†	<u>Employment Agreement, dated as of August 7, 2013, by and between Virtu Financial, Inc. and Mr. Joseph Molluso (incorporated herein by reference to Exhibit 10.23 to the Company's Amendment No. 1 to Form S-1 Registration Statement (File No. 333-194473) filed on March 26, 2014)</u>
10.3†	<u>Employment Agreement, dated as of April 15, 2015, by and between Virtu Financial, Inc. and Mr. Vincent Viola (incorporated herein by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q, as amended, (File No. 001-37352) filed on May 29, 2015).</u>
10.4†*	<u>Amended and Restated Employment Agreement, dated as of November 15, 2017, by and between Virtu Financial, Inc. and Mr. Douglas A. Cifu.</u>
10.5†	<u>Virtu Financial, Inc. 2015 Management Incentive Plan Employee Restricted Stock Unit and Common Stock Award Agreement, dated as of December 31, 2015, by and between Virtu Financial, Inc. and Joseph Molluso (incorporated herein by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q, (File No. 001-37352) filed on August 9, 2017).</u>
10.6†	<u>Virtu Financial, Inc. 2015 Management Incentive Plan Employee Restricted Stock Unit and Common Stock Award Agreement, dated as of December 31, 2016, by and between Virtu Financial, Inc. and Joseph Molluso (incorporated herein by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on August 9, 2017).</u>
10.7†*	<u>Confidential Separation Agreement, Interest Repurchase and General Release of Claims, dated as of September 11, 2017, by and between Virtu Financial Inc. and Mr. Venu Palaparathi.</u>
10.8†*	<u>Virtu Financial, Inc. 2015 Management Incentive Plan Employee Restricted Stock Unit and Common Stock Award Agreement, dated as of January 23, 2018, by and between Virtu Financial, Inc. and Joseph Molluso.</u>
10.9†*	<u>Virtu Financial, Inc. 2015 Management Incentive Plan Employee Restricted Stock Unit and Common Stock Award Agreement, dated as of January 23, 2018, by and between Virtu Financial, Inc. and Douglas A. Cifu.</u>
10.10†*	<u>Virtu Financial, Inc. 2015 Amended and Restated Management Incentive Plan Employee Restricted Stock Award Agreement, dated as of February 2, 2018, by and between Virtu Financial, Inc. and Douglas A. Cifu.</u>
10.11	<u>Fourth Amended and Restated Credit Agreement, dated June 30, 2017, by and between Virtu Financial LLC, VFH Parent LLC, the lenders party thereto and JPMorgan Chase Bank, N.A. (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on August 9, 2017).</u>
10.12	<u>Escrow Credit Agreement, dated as of June 30, 2017, by and between Orchestra Borrower LLC, the lenders party thereto and JPMorgan Chase Bank, N.A. as Administrative Agent (incorporated herein by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on August 9, 2017).</u>
10.13	<u>Stockholders Agreement, dated as of April 15, 2015, by and among Virtu Financial, Inc. and the stockholders named therein (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>
10.14	<u>Exchange Agreement, dated as of April 15, 2015, by and among Virtu Financial LLC, Virtu Financial, Inc. and the holders of Common Units and shares of Class C Common Stock or Class D Common Stock (as each defined therein) (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>

- 10.15 Tax Receivable Agreement, dated as of April 15, 2015, by and among Virtu Financial, Inc., the Founder Member, Virtu Employee Holdco, the Management Members and other pre-IPO investors (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).
- 10.16 Tax Receivable Agreement, dated as of April 15, 2015, by and between Virtu Financial, Inc. and the Investor Post-IPO Stockholders (incorporated herein by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).

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Exhibit Number	Description
10.17	<u>Tax Receivable Agreement, dated as of April 15, 2015, by and among Virtu Financial, Inc. and the Silver Lake Post-IPO Members (incorporated herein by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>
10.18	<u>Third Amended and Restated Limited Liability Company Agreement of Virtu Financial LLC, dated as of April 15, 2015 (incorporated herein by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>
10.19	<u>Amended and Restated Limited Liability Company Agreement of Virtu Employee Holdco LLC, dated as of April 15, 2015 (incorporated herein by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352), filed on May 29, 2015)</u>
10.20	<u>Class C Common Stock Subscription Agreement, dated as of April 15, 2015 (incorporated herein by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>
10.21	<u>Class D Common Stock Subscription Agreement, dated as of April 15, 2015 (incorporated herein by reference to Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>
10.22	<u>Class A Common Stock Purchase Agreement, dated as of April 15, 2015, by and between SLP III EW Feeder I, L.P. and Virtu Financial, Inc. (incorporated herein by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>
10.23	<u>Unit Purchase Agreement, dated as of April 15, 2015, by and among Virtu Financial, Inc. and the sellers listed therein (incorporated herein by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q, as amended (File No. 001-37352) filed on May 29, 2015).</u>
10.24	<u>Voting Agreement, dated April 20, 2017, by and among Virtu Financial, Inc., Orchestra Merger Sub, Inc. and Jefferies LLC (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, (File No. 001-37352) filed on April 21, 2017).</u>
10.25	<u>Stockholders Agreement, dated April 20, 2017, by and among Virtu Financial, Inc., TJMT Holdings LLC, Aranda Investments Pte. Ltd., Havelock Fund Investments Pte Ltd. and North Island Holdings I, LP (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, (File No. 001-37352) filed on May 10, 2017).</u>
10.26	<u>Amended and Restated Registration Rights Agreement, dated April 20, 2017, by and among Virtu Financial, Inc., TJMT Holdings LLC, Aranda Investments Pte. Ltd., Havelock Fund Investments Pte Ltd., North Island Holdings I, LP and the additional holders named therein (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on May 10, 2017).</u>
10.27	<u>Second Amendment, dated as of June 2, 2017, to the Third Amended and Restated Limited Liability Company Agreement of Virtu Financial LLC, by and among Virtu Financial LLC, Virtu Financial, Inc. and TJMT Holdings LLC (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-37352) filed on June 2, 2017).</u>
10.28	<u>Amended and Restated Investment Agreement, dated as of June 23, 2017, by and between Virtu Financial, Inc. and North Island Holdings I, LP (incorporated herein by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q (File No. 001-37352) filed on August 9, 2017).</u>
10.29*	<u>Amendment No. 1, dated as of January 2, 2018, to the Fourth Amended and Restated Credit Agreement, dated June 30, 2017, by and between Virtu Financial LLC, VFH Parent LLC, the lenders party thereto and JPMorgan Chase Bank, N.A.</u>
10.30*	<u>Third Amendment, dated as of January 5, 2018, to the Third Amended and Restated Limited Liability Company Agreement of Virtu Financial LLC, dated as of April 15, 2015.</u>

- 21.1* Subsidiaries of Virtu Financial, Inc.
- 23.1* Consent of Deloitte & Touche LLP.
- 31.1* Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2* Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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Exhibit Number	Description
32.1*	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).</u>
32.2*	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Document

* Filed herewith.

†Management contract or compensatory plan or arrangement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Virtu Financial, Inc.

DATE: March 13, 2018 By: /s/ Douglas A. Cifu
Douglas A. Cifu
Chief Executive Officer

DATE: March 13, 2018 By: /s/ Joseph Molluso
Joseph Molluso
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas A. Cifu and Joseph Molluso, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities and Exchange Act of 1934, the report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 13, 2018.

Signature Title

/s/	Chief
Douglas	Executive
A. Cifu	Officer
	(Principal
	Executive

Douglas Officer) and
A. Cifu Director

Chief
/s/ Joseph Financial
Molluso Officer
(Principal
Joseph Financial and
Molluso Accounting
Officer)

/s/ Robert
Greifeld Chairman of
Robert the Board of
Greifeld Directors

/s/
Vincent Chairman
Viola Emeritus and
Director
Vincent
Viola

/s/ John
Philip
Abizaid
Director

John
Philip
Abizaid

/s/
William
F. Cruger,
Jr.
Director
William
F. Cruger,
Jr.

/s/ John
D. Nixon

John D. Director
Nixon

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/s/
Christopher
Quick Director

Christopher
Quick

/s/ John F.
Sandner
Director

John F.
Sandner

/s/ Joseph J.
Grano, Jr. Director
Joseph J.
Grano, Jr.

/s/ Glenn
Hutchins Director
Glenn
Hutchins

/s/ Michael
T. Viola Director
Michael T.
Viola