

INVESTMENT TECHNOLOGY GROUP, INC.
Form 8-K
June 08, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **June 7, 2018**

INVESTMENT TECHNOLOGY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32722
(Commission
File Number)

95-2848406
(IRS Employer
Identification No.)

One Liberty Plaza, 165 Broadway
New York, New York
(Address of Principal Executive Offices)

10006
(Zip Code)

Registrant's telephone number, including area code: **(212) 588-4000**

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) As noted below under Item 5.07, on June 7, 2018, the stockholders of Investment Technology Group, Inc. (the Company) approved an amendment and restatement of the Investment Technology Group, Inc. Amended and Restated Employee Stock Purchase Plan (the ESPP) at the annual meeting of stockholders (the Annual Meeting) to (i) increase the total number of shares of common stock reserved and available for issuance under the ESPP by 350,000 shares for offering periods beginning on or after November 1, 2017 and (ii) to limit offering periods to not more than 27 months. The material terms of the ESPP are summarized on pages 59 through 63 of the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 24, 2018 (the Proxy Statement), which description is incorporated herein by reference. This description of the ESPP is qualified in its entirety by reference to the actual terms of the ESPP, which are set forth in Appendix A to the Proxy Statement.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of the Company was held on June 7, 2018. The stockholders elected all of the Company's nominees for director, approved on an advisory basis the compensation of the Company's named executive officers, approved the ESPP and ratified the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2018. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

(a) Election of directors:

| Name of Director | Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|---------------------|------------|----------------|----------------|------------------|
| Brian G. Cartwright | 26,891,769 | 586,638 | 4,354 | 3,103,847 |
| Minder Cheng | 25,311,668 | 1,947,776 | 223,317 | 3,103,847 |
| Timothy L. Jones | 26,871,135 | 606,642 | 4,984 | 3,103,847 |
| R. Jarrett Lilien | 27,057,052 | 421,669 | 4,040 | 3,103,847 |
| Kevin J. Lynch | 26,917,444 | 560,333 | 4,984 | 3,103,847 |
| Lee M. Shavel | 27,078,369 | 399,408 | 4,984 | 3,103,847 |
| Francis J. Troise | 27,200,945 | 280,825 | 991 | 3,103,847 |
| Steven S. Wood | 26,629,649 | 850,036 | 3,076 | 3,103,847 |

(b) Advisory vote to approve the compensation of the Company's named executive officers:

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 24,947,566 | 2,345,137 | 190,058 | 3,103,847 |

(c) Approval of the ESPP:

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| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 27,384,085 | 86,588 | 12,088 | 3,103,847 |

(d) Ratification of the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2018:

| Shares For | Shares Against | Shares Abstain |
|------------|----------------|----------------|
| 30,254,079 | 322,782 | 9,747 |

Item 8.01 Other Events.

On June 8, 2018, Investment Technology Group, Inc. issued a press release announcing trading statistics for the month ended May 31, 2018. A copy of this press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Investment Technology Group, Inc. on June 8, 2018.

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 hereunto duly authorized.

INVESTMENT TECHNOLOGY GROUP, INC.

By: /s/ Angélique F.M. DeSanto
Name: Angélique F.M. DeSanto
Title: Managing Director, General Counsel and
Secretary and Duly Authorized Signatory of Registrant

Dated: June 8, 2018