

INVESTMENT TECHNOLOGY GROUP, INC.  
Form SC 13D/A  
April 09, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

Investment Technology Group, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

46145F105  
(CUSIP Number)

Rachael Clarke

Philadelphia Financial Management of San  
Francisco, LLC

450 Sansome Street, Suite 1500

San Francisco, California 94111

(415) 352-4463

Justus Leachman

Voce Capital Management LLC

600 Montgomery Street, Suite 210

San Francisco, California 94111

(415) 489-2600

with a copy to:

Marc Weingarten

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

April 8, 2015

(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 15 Pages)

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\* 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 disclosures provided in a prior cover page.

The information required on 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 the Notes).

**1** NAME OF REPORTING PERSON  
 BOATHOUSE ROW I,  
 L.P.  
 CHECK THE (a) " APPROPRIATE  
**2** BOX IF A (b) x MEMBER OF  
 A GROUP  
**3** SEC USE ONLY  
 SOURCE OF FUNDS  
**4** WC  
 CHECK BOX  
 IF  
 DISCLOSURE  
**5** OF LEGAL  
 PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEMS  
 2(d) or 2(e)  
 CITIZENSHIP OR  
**6** PLACE OF  
 ORGANIZATION  
 Delaware, United States  
 NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH: **8** SOLE VOTING POWER  
 0  
 SHARED VOTING POWER  
**9** 486,784  
 SOLE DISPOSITIVE POWER  
**10** 0  
 SHARED DISPOSITIVE POWER

	486,784
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	486,784 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
<b>13</b>	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<b>14</b>	1.4% TYPE OF REPORTING PERSON  PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	BOATHOUSE ROW II, L.P. CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	Delaware, United States
<b>7</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>8</b>	SOLE VOTING POWER 0 SHARED VOTING POWER
<b>9</b>	160,681 SOLE DISPOSITIVE POWER
<b>10</b>	0 SHARED DISPOSITIVE

POWER

11	160,681 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	160,681 CHECK IF THE AGGREGATE AMOUNT IN ROW (11)        "
13	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	0.5% TYPE OF REPORTING PERSON  PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	BOATHOUSE ROW OFFSHORE LTD. CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	Cayman Islands
<b>7</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>8</b>	SOLE VOTING POWER 0 SHARED VOTING POWER
<b>9</b>	583,440 SOLE DISPOSITIVE POWER
<b>10</b>	0 SHARED DISPOSITIVE

POWER

583,440

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

583,440

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

1.7%

**14** TYPE OF REPORTING  
PERSON

CO



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	OC 532 OFFSHORE LTD. CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	Cayman Islands
<b>7</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>8</b>	SOLE VOTING POWER 0 SHARED VOTING POWER
<b>9</b>	371,608 SOLE DISPOSITIVE POWER
<b>10</b>	0 SHARED DISPOSITIVE

POWER

371,608

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

371,608

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

1.1%

**14** TYPE OF REPORTING  
PERSON

CO

		NAME OF REPORTING PERSON
<b>1</b>		PHILADELPHIA FINANCIAL MANAGEMENT OF SAN FRANCISCO, LLC
		CHECK THE APPROPRIATE " "
<b>2</b>		BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>		SEC USE ONLY SOURCE OF FUNDS
<b>4</b>		WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>		CITIZENSHIP OR PLACE OF ORGANIZATION
		California, United States
		SOLE VOTING POWER
	<b>7</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>8</b>	1,602,513 SOLE DISPOSITIVE POWER
	<b>9</b>	0

10 SHARED  
DISPOSITIVE  
POWER

11 1,602,513  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12 1,602,513  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
13 AMOUNT IN ROW (11)

14 4.7%  
TYPE OF REPORTING  
PERSON

IA

**1** NAME OF REPORTING PERSON

JORDAN HYMOWITZ

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x

A GROUP

**3** SEC USE ONLY

SOURCE OF FUNDS

**4** AF CHECK BOX IF

DISCLOSURE OF LEGAL

**5** PROCEEDING IS

REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF

**6** ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**7** SOLE VOTING POWER

0 SHARED VOTING POWER

**8** SHARED VOTING POWER

1,602,513 SOLE DISPOSITIVE POWER

**9** SOLE DISPOSITIVE POWER

0 SHARED DISPOSITIVE POWER

**10** SHARED DISPOSITIVE POWER

0 SHARED DISPOSITIVE POWER

0 SHARED DISPOSITIVE POWER

1,602,513  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
11 OWNED BY EACH  
PERSON

1,602,513  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
12 ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
13 REPRESENTED BY  
AMOUNT IN ROW (11)

4.7%  
TYPE OF REPORTING  
14 PERSON

IN

**1** NAME OF REPORTING PERSON

JUSTIN HUGHES

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

United States

NUMBER OF SHARES

BENEFICIALLY **7**

OWNED BY

EACH

REPORTING

PERSON WITH:

**8**

SOLE VOTING POWER

0 SHARED VOTING POWER

**9**

43,377 SOLE DISPOSITIVE POWER

**10**

0 SHARED DISPOSITIVE POWER

43,377  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

43,377  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN

SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

0.1%  
TYPE OF REPORTING  
PERSON

IN



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	VOCE CAPITAL MANAGEMENT LLC
<b>3</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>4</b>	SEC USE ONLY SOURCE OF FUNDS
<b>5</b>	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	California, United States SOLE VOTING POWER
<b>7</b>	548,655 (including call options to purchase 4,400 shares of Common Stock) SHARED VOTING POWER
<b>8</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>9</b>	0

SOLE  
DISPOSITIVE  
POWER

548,655  
(including call  
options to  
purchase 4,400  
shares of  
Common  
Stock)

10 SHARED  
DISPOSITIVE  
POWER

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

548,655 (including call  
options to purchase 4,400  
shares of Common  
Stock)

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

13

1.6%  
TYPE OF REPORTING  
PERSON

14

OO

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	VOCE CAPITAL LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Delaware, United States SOLE VOTING POWER
<b>7</b>	548,655 (including call options to purchase 4,400 shares of Common Stock)
<b>8</b>	SHARED VOTING POWER
<b>9</b>	0 SOLE DISPOSITIVE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

POWER

548,655  
(including call  
options to  
purchase 4,400  
shares of  
Common  
Stock)

SHARED  
DISPOSITIVE  
POWER

10

0

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

548,655 (including call  
options to purchase 4,400  
shares of Common  
Stock)

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14

1.6%  
TYPE OF REPORTING  
PERSON

OO

<b>1</b>	NAME OF REPORTING PERSON
	J. DANIEL PLANTS
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	OO
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
	SOLE VOTING POWER
<b>7</b>	548,655 (including call options to purchase 4,400 shares of Common Stock)
<b>8</b>	SHARED VOTING POWER
<b>9</b>	0 SOLE DISPOSITIVE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

POWER

548,655  
(including call  
options to  
purchase 4,400  
shares of  
Common  
Stock)

SHARED  
DISPOSITIVE  
POWER

10

0

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

548,655 (including call  
options to purchase 4,400  
shares of Common  
Stock)

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

13

1.6%  
TYPE OF REPORTING  
PERSON

14

IN

Preamble

This Amendment No. 4 amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission on July 22, 2014, as heretofore amended (the "Schedule 13D"), relating to the Common Stock, par value \$0.01 per share, of Investment Technology Group, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13D.

As a result of the Termination of the Joint Filing and Solicitation Agreement, dated April 9, 2015 (the "Termination Agreement"), the Reporting Persons have terminated their status as a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 13d-5(b)(1) promulgated thereunder with respect to the Common Stock. In connection with such termination, the beneficial ownership of each of the Reporting Persons has fallen below the Schedule 13D reporting threshold and this Amendment No. 4 constitutes an "exit filing" for each of the Reporting Persons.

**Item 2. IDENTITY AND BACKGROUND**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

As a result of the Termination Agreement, each of the Reporting Persons are no longer members of the Section 13(d) group and shall cease to be Reporting Persons immediately after the filing of this Amendment No. 4. A copy of the Termination Agreement is attached as Exhibit 2 to this Schedule 13D and is incorporated by reference herein.

**Item 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On April 8, 2015, Philadelphia Financial, Mr. Hughes and Voce Capital Management (collectively, the "Stockholder Group") entered into an agreement with the Issuer (the "Cooperation Agreement") regarding the composition of the Issuer's board of directors (the "Board"). Under the terms of the Cooperation Agreement, the Board (i) will, no later than five days following the execution of the Cooperation Agreement, increase the size of the Board to nine members and appoint R. Jarrett Lilien ("Mr. Lilien") to the Board; (ii) agreed to appoint Mr. Lilien as a member of the Board's Capital Committee; and (iii) agreed to include Mr. Lilien as a member of the Issuer's slate of recommended director candidates for election to the Board at the 2015 annual meeting of stockholders of the Issuer (the "Annual Meeting"). In addition, the Board agreed to commence a search process, promptly following the Annual Meeting, to add an additional director to the Board and to confer with the Stockholder Group regarding such search process.

Pursuant to the Cooperation Agreement, the Reporting Persons also agreed to certain customary standstill provisions, such provisions to last until the earlier of (x) the date which is 30 days prior to the last day on which notice of a stockholder's intent to make director nominations at or bring other business before the Issuer's 2016 annual meeting of stockholders must be submitted pursuant to the Issuer's Amended and Restated By-laws and (ii) such date, if any, of a breach by the Issuer in any material respects of its obligations under the Cooperation Agreement if such breach has not been cured within 30 days following written notice of such breach from the Stockholder Group. Each member of the Stockholder Group also agreed to cause all shares of Common Stock beneficially owned by it or him to be present for quorum purposes and to be voted in favor of any and all directors nominated by the Board for election or other business that may become any shareholder meeting during the Standstill Period, subject to certain exceptions. The foregoing summary of the Cooperation Agreement is qualified in its entirety by the full text of the Cooperation Agreement, a copy of which is attached as Exhibit 3 to this Schedule 13D and is incorporated by reference herein.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5(e) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(e) As a result of the Termination Agreement, on April 9, 2015, each of the Reporting Persons ceased to be the beneficial owner of more than 5% of the outstanding shares of Common Stock.

**Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

The Reporting Persons are parties to the Termination Agreement, as defined and described in the Preamble above, and the Cooperation Agreement, as defined and described in Item 4 above. A copy of each of the Termination Agreement and the Cooperation Agreement is attached as Exhibit 2 and Exhibit 3, respectively, to this Schedule 13D and is incorporated by reference herein.

Except as set forth herein and as previously reported in the Schedule 13D, there are no contracts, understandings or relationships among the Reporting Persons or between the Reporting Persons and any other person with respect to the Common Stock.

**Item 7. MATERIAL TO BE FILED AS EXHIBITS**

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

**Exhibit Description**

- |   |   |
|---|---|
| 2 | Termination of Joint Filing and Solicitation Agreement, dated April 9, 2015 |
| 3 | Cooperation Agreement, dated April 8, 2015                                  |





**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 9, 2015

**BOATHOUSE ROW I, L.P.**

By: /s/ Rachael Clarke

Name: Rachael Clarke

Title: Chief Compliance Officer of Philadelphia Financial Management of San Francisco, LLC

**BOATHOUSE ROW II, L.P.**

By: /s/ Rachael Clarke

Name: Rachael Clarke

Title: Chief Compliance Officer of Philadelphia Financial Management of San Francisco, LLC

**BOATHOUSE ROW OFFSHORE LTD.**

By: /s/ Rachael Clarke

Name: Rachael Clarke

Title: Chief Compliance Officer of Philadelphia Financial Management of San Francisco, LLC

**OC 532 OFFSHORE LTD.**

By: /s/ Rachael Clarke

Name: Rachael Clarke

Title: Chief Compliance Officer of Philadelphia Financial Management of San Francisco, LLC

**PHILADELPHIA FINANCIAL MANAGEMENT OF SAN FRANCISCO, LLC**

By: /s/ Rachael Clarke

Name: Rachael Clarke

Title: Chief Compliance Officer of Philadelphia Financial Management of San Francisco, LLC

/s/ Jordan Hymowitz

Jordan Hymowitz

/s/ Justin Hughes

Justin Hughes

**VOCE CAPITAL MANAGEMENT LLC**

By: Voce Capital LLC, its Managing Member

By: /s/ J. Daniel Plants

Name: J. Daniel Plants

Title: Managing Member

**VOCE CAPITAL LLC**

By: /s/ J. Daniel Plants

Name: J. Daniel Plants

Title: Managing Member

/s/ J. Daniel Plants

J. Daniel Plants