

Virtu Financial, Inc.
Form 4
February 14, 2017

FORM 4

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

OMB APPROVAL

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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 *
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)
02/16/2016

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)

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)
			Code	V	Amount	(A) or (D)	Price
Class C Common Stock	02/16/2016		D		8,480	D	(1) 14,739,397
Class C Common Stock	09/22/2016		D		1,100,668	D	(2) 13,638,729
Class C Common Stock	01/20/2017		D		8,481	D	(1) 13,630,248
Class C Common	02/06/2017		D		656,965	D	(3) 12,966,047

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Stock

Class C

Common 02/10/2017 D 4,240 D (u) 12,961,807 D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Non-voting common interest units of Virtu Financial LLC	(4)	02/16/2016		D		8,480		(4)	(4)	Class A Common Stock	8,480
Non-voting common interest units of Virtu Financial LLC	(4)	09/22/2016		D		1,100,668		(4)	(4)	Class A Common Stock	1,100,668
Non-voting common interest units of Virtu Financial LLC	(4)	01/20/2017		D		8,481		(4)	(4)	Class A Common Stock	8,481
Non-voting common interest units of Virtu	(4)	02/06/2017		D		656,965		(4)	(4)	Class A Common Stock	656,965

Financial
LLC

Non-voting
common
interest

units of	<u>(4)</u>	02/10/2017		D	4,240	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	4,240
Virtu Financial LLC									

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		

Signatures

/s/ Justin Waldie 02/14/2017

__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) Non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") and shares of Class C common stock of the Issuer ("Class C Common Stock") were subject to time-based vesting tied to the continued employment of the employees for whom the relevant Virtu Financial Units are held, and were forfeited, in the case of Virtu Financial Units, or cancelled, in the case of the Class C Common Stock, upon the termination of employment of the applicable employee.

(2) In connection with the offering of 1,103,668 shares of Class A common stock of the Issuer ("Class A Common Stock") by the Issuer, the same number of Virtu Financial Units held by the reporting person on behalf of various current and former employees were repurchased by the Issuer with the proceeds of the offering for \$15.65 per Virtu Financial Unit, and the corresponding shares of Class C Common Stock were repurchased for nominal consideration.

(3) Virtu Financial Units and corresponding shares of Class C Common Stock were distributed to electing employees and then exchanged for the same number of shares of Class A Common Stock in accordance with the terms of the Exchange Agreement (as defined in Footnote 4).

(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, 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 not expire.

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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