

Virtu Financial, Inc.
Form 3
April 16, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Viola Michael T</p> <p>(Last) (First) (Middle)</p> <p>C/O VIRTU FINANCIAL, INC.,Â 900 THIRD AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022-1010</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/15/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Virtu Financial, Inc. [VIRT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Class D common stock ⁽¹⁾ ⁽²⁾ ⁽³⁾ | 79,610,490 | I | See footnote ⁽⁴⁾ |
| Class C common stock ⁽⁵⁾ | 52,235 | I | See footnote ⁽⁶⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|---|----------------------------|---------------------|---|-------------------------|
| Non-voting common interest units of Virtu Financial LLC ⁽¹⁾ | Â <u>(2)(3)</u> | Â <u>(2)(3)</u> | Class B common stock and Class A common stock | 79,610,490 | \$ <u>(2) (3)</u> | I | See footnote <u>(4)</u> |
| Non-voting common interest units of Virtu Financial LLC ⁽¹⁾ | Â <u>(2)(3)</u> | Â <u>(2)(3)</u> | Class A common stock | 52,235 | \$ <u>(2) (3)</u> | I | See footnote <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|-------------|
| | Director | 10% Owner | Officer | Other | |
| Viola Michael T C/O VIRTU FINANCIAL, INC. 900 THIRD AVENUE NEW YORK, NY 10022-1010 | Â X | Â X | Â | | See Remarks |

Signatures

/s/ Justin Waldie 04/16/2015

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of Class D common stock of the Issuer ("Class D Common Stock") have 10 votes per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") held.
- (2) 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 D Common Stock, may be exchanged for shares of Class B common stock of the Issuer ("Class B Common Stock"), which have 10 votes 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 and Virtu Financial Units, together with a corresponding number of shares of Class C common stock of the Issuer ("Class C Common Stock"), may be exchanged for shares of Class A common stock of the Issuer ("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..
- (3) The exchange rights under the Exchange Agreement do not expire. Pursuant to the terms of the Issuer's Certificate of Incorporation, the shares of Class B Common Stock may be converted into shares of Class A Common Stock on a one-for-one basis at the discretion of the holder.
- (4) By TJMT Holdings LLC, a Viola family vehicle over which the reporting person shares dispositive control and voting control.
- (5) Shares of Class C Common Stock have one vote per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") held.

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- (6) By Virtu Employee Holdco LLC, a holding vehicle through which employees and directors of the Issuer hold Virtu Financial Units and shares of Class C Common Stock. The reporting person disclaims beneficial ownership in such Virtu Financial Units and shares held by Virtu Employee Holdco LLC except to the extent of his pecuniary interest therein.

^

Remarks:

Exhibit^ 24.1:^ Power^ of^ Attorney.^ By^ virtue^ of^ his^ relationship^ with^ Mr.^ Vincent^ Viola,^ a^ director^ o

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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