

Virtu Employee Holdco LLC
 Form 4
 April 13, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol
 Virtu Financial, Inc. [VIRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/11/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remarks

C/O VIRTU FINANCIAL, INC., 300 VESEY STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10282

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class C Common Stock | 09/11/2017 | | D | 21,298 | D <u>(1)</u> | 12,282,941 | D |
| Class C Common Stock | 09/11/2017 | | D | 42,595 | D <u>(2)</u> | 12,240,346 | D |
| Class C Common Stock | 11/02/2017 | | D | 133,656 | D <u>(2)</u> | 12,106,690 | D |
| Class C Common | 11/16/2017 | | D | 209,448 | D <u>(3)</u> | 11,897,242 | D |

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Stock

| | | | | | | | | |
|----------------------------|------------|--|---|---------|---|-----|------------|---|
| Class C Common Stock | 12/12/2017 | | D | 120,880 | D | (2) | 11,776,362 | D |
| Class C Common Stock | 02/18/2018 | | D | 372,260 | D | (3) | 11,404,102 | D |
| Class C Common Stock | 02/28/2018 | | D | 375,000 | D | (3) | 11,029,102 | D |

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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-voting common interest units of Virtu Financial LLC | (4) | 09/11/2017 | | D | 21,298 | (4) | (4) | Class A Common Stock | 21,298 |
| Non-voting common interest units of Virtu Financial LLC | (5) | 09/11/2017 | | D | 42,595 | (5) | (5) | Class A Common Stock | 42,595 |
| Non-voting common interest units of | (4) | 11/02/2017 | | D | 133,656 | (4) | (4) | Class A Common Stock | 133,656 |

| | | | | | | | | | |
|---|-----|------------|---|---------|-----|-----|----------------------|---------|--|
| Virtu Financial LLC | | | | | | | | | |
| Non-voting common interest units of Virtu Financial LLC | (4) | 11/16/2017 | D | 209,448 | (4) | (4) | Class A Common Stock | 209,448 | |
| Non-voting common interest units of Virtu Financial LLC | (5) | 12/12/2017 | D | 120,880 | (5) | (5) | Class A Common Stock | 120,880 | |
| Non-voting common interest units of Virtu Financial LLC | (4) | 02/18/2018 | D | 372,260 | (4) | (4) | Class A Common Stock | 372,260 | |
| Non-voting common interest units of Virtu Financial LLC | (4) | 02/18/2018 | D | 375,000 | (4) | (4) | Class A Common Stock | 375,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Virtu Employee Holdco LLC C/O VIRTU FINANCIAL, INC. 300 VESEY STREET NEW YORK, NY 10282 | X | X | | See Remarks |

Signatures

/s/ Justin Waldie 04/13/2018

**Signature of Date
Reporting Person

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) Virtu Financial Units and shares of 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) Virtu Financial LLC repurchased Virtu Financial Units held by the reporting person on behalf of one or more former employees, 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 3).

(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.

(5) Pursuant to the terms of Virtu Financial LLC's operating agreement, Virtu Financial LLC may repurchase Virtu Financial units held by the reporting person on behalf of an employee upon the employee's departure from the Company.

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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