

Virtu Financial, Inc.
Form 4
November 18, 2015

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 *
Silver Lake Group, L.L.C.

(Last) (First) (Middle)

C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 ⁽¹⁾ ₍₂₎ | 11/18/2015 | | C ⁽²⁾ | | 3,100,579 | D | ⁽²⁾ 0 | I | Held through SLP Virtu Investors, LLC ⁽³⁾ ₍₄₎ ⁽⁵⁾ ₍₆₎ |
| Class A common stock | 11/18/2015 | | C ⁽²⁾ | | 3,100,579 | A | ⁽²⁾ 3,100,579 | I | Held through SLP Virtu Investors, LLC ⁽³⁾ ₍₄₎ ⁽⁵⁾ ₍₆₎ |

| | | | | | | | | |
|----------------------------|------------|---|-----------|---|-------------|---|---|--|
| Class A common stock | 11/18/2015 | S | 2,975,258 | D | \$ 21.65 | 0 | I | Held through SLP III EW Feeder I, L.P. ⁽⁴⁾ ⁽⁵⁾ <u>(6)</u> <u>(7)</u> |
| Class A common stock | 11/18/2015 | S | 3,100,579 | D | \$ 21.65 | 0 | I | Held through SLP Virtu Investors, LLC ⁽³⁾ ⁽⁴⁾ <u>(5)</u> <u>(6)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Number of Shares |
| Non-voting common interest units of Virtu Financial LLC ⁽²⁾ | <u>(2)</u> | 11/18/2015 | | <u>C</u> ⁽²⁾ | 3,100,579 | <u>(2)</u> | <u>(2)</u> | Class A common stock | 3,100,579 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Silver Lake Group, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | | | X |

SLTA III (GP), L.L.C.
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025 X

Silver Lake Technology Associates III, L.P.
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025 X

SLP III EW Feeder I, L.P.
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025 X

Silver Lake Partners III DE (AIV III), L.P.
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025 X

SLP Virtu Investors, LLC
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025 X

Signatures

By: /s/ MICHAEL BINGLE, Managing Director of Silver Lake Group, L.L.C. (8) 11/18/2015
 __Signature of Reporting Person Date

By: /s/ MICHAEL BINGLE, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C. (8) 11/18/2015
 __Signature of Reporting Person Date

By: /s/ MICHAEL BINGLE, Managing Director of Silver Lake Group L.L.C., managing member of SLTA III (GP) L.L.C., general partner of Silver Lake Technology Associates III, L.P. (8) 11/18/2015
 __Signature of Reporting Person Date

By: /s/ MICHAEL BINGLE, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP) L.L.C., general partner of Silver Lake Technology Associates III, L.P., general partner of SLP III EW Feeder I, L.P. (8) 11/18/2015
 __Signature of Reporting Person Date

By: /s/ MICHAEL BINGLE, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP) L.L.C., general partner of Silver Lake Technology Associates III, L.P., general partner of Silver Lake Partners III DE (AIV III), L.P. (8) 11/18/2015
 __Signature of Reporting Person Date

By: /s/ MICHAEL BINGLE, Managing Director of Silver Lake Group, L.L.C., managing member of the general partner of Silver Lake Technology Associates III, L.P., the general partner of the managing member of SLP Virtu Investors, LLC (8) 11/18/2015
 __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) Shares of Class C common stock of the Issuer ("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.

(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 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. The exchange rights under the Exchange Agreement do not expire.

(3) Reflects securities held directly by SLP Virtu Investors, LLC ("Investors LLC"). The managing member of Investors LLC is Silver Lake Partners III DE (AIV III), L.P., the general partner of which is Silver Lake Technology Associates III, L.P. ("Silver Lake Technology"). The general partner of Silver Lake Technology is SLTA III (GP), L.L.C., the sole member of which is Silver Lake Group, L.L.C.

(4) As managing member of Investors LLC, Silver Lake Partners III DE (AIV III), L.P. may be deemed to share voting and dispositive power with respect to securities directly held by Investors LLC. As the general partner of each of Investors LLC and Feeder I (as defined below), Silver Lake Technology may be deemed to share voting and dispositive power with respect to securities directly held by each of Investors LLC and Feeder I. As the general partner of Silver Lake Technology, SLTA III (GP), L.L.C., and its managing member, Silver Lake Group, L.L.C., may each be deemed to share voting and dispositive power with respect to securities directly held by each of Investors LLC, Feeder I and Silver Lake Technology.

(5) Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

(6) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities in excess of such Reporting Person's pecuniary interest therein.

(7) Reflects securities held directly by SLP III EW Feeder I, L.P. ("Feeder I"). The general partner of Feeder I is Silver Lake Technology. The general partner of Silver Lake Technology is SLTA III (GP), L.L.C., the sole member of which is Silver Lake Group, L.L.C.

Remarks:

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.