Virtu Financial, Inc. Form 4 April 21, 2015

FORM 4

OMB APPROVAL

3235-0287

January 31,

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cifu Douglas A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Virtu Financial, Inc. [VIRT]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director X_ Officer (give title

10% Owner Other (specify

C/O VIRTU FINANCIAL, INC., 900 04/21/2015

(Street)

below)

THIRD AVENUE

Chief Executive Officer

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10022-1010

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

5. Amount of Securities Beneficially (D) or Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Month/Day/Year)

(Zip)

Code V

Reported (A) Transaction(s)

or (Instr. 3 and 4) (D) Price

Class C common

04/21/2015

A 300,197

<u>(2)</u> 2,830,742 D

stock (1) (2)

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

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 (1) (2)	<u>(2)</u>	04/21/2015		A	300,197 (3)	(2)	<u>(2)</u>	Class A common stock	300,197

Reporting Owners

Reporting Owner Name / Address	Relationships						
. France Communication of the	Director	10% Owner	Officer	Other			
Cifu Douglas A C/O VIRTU FINANCIAL, INC. 900 THIRD AVENUE NEW YORK, NY 10022-1010	X		Chief Executive Officer				

Signatures

/s/ Justin Waldie 04/21/2015

**Signature of 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).
- 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.
 - 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
- (2) shares of Class C Common Stock, may be exchanged for shares of Class A common stock of the Issuer, 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) 300,197 Virtu Financial Units vested upon the completion of the Issuer's initial public offering. 100,066 Virtu Financial Units remain subject to time-based vesting conditions.

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.

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