

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)

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

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 C common stock ⁽¹⁾ ⁽²⁾ ⁽³⁾ | 9,313,964 | D | Â |

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Class | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|------------------|----------------------|-----------------------------|----------------------------|
| Non-voting common interest units of Virtu Financial LLC ⁽³⁾ ⁽⁴⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Class A common stock | 9,313,964 \$ ⁽⁴⁾ | D Â |

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 10022-1010 | Â X | Â X | Â | See Remarks |

Signatures

/s/ Justin Waldie 04/16/2015

 Signature of Reporting Person Date

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 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.
All of the Virtu Financial Units and shares of Class C Common Stock are held by the reporting person for the benefit of certain directors, employees and former employees of the Issuer and its consolidated subsidiaries. 3,540,709 Virtu Financial Units held by the reporting person are subject to the time-based vesting tied to the continued employment of the employees for whom the relevant Virtu Financial Units are held. The reporting person disclaims beneficial ownership over the Virtu Financial Units and shares of Class C Common Stock to the extent that it does not have any pecuniary interest therein.
- (2) Does not include 1,395,644 Virtu Financial Units and a corresponding number of shares of Class C Common Stock. Under the terms of the operative agreement of the reporting person, certain directors, employees and former employees of the Issuer and its consolidated subsidiaries have directed the reporting person to sell such Virtu Financial Units and shares of Class C Common Stock on their behalf, to the Issuer for a purchase price equal to the price paid by the underwriters in the Issuer's initial public offering. These directors, employees and former employees will receive all of the proceeds from the sale and neither the reporting person nor any of its other equityholders will receive any proceeds or any other consideration or benefits in such sale. As a result, the reporting person has no pecuniary interest in such shares.
- (3) 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, 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.

Remarks:

Exhibit 24.1: Power of Attorney. By virtue of its relationship with Mr. Vincent Viola, who is the

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.