

KNIGHT CAPITAL GROUP, INC.

Form 3

August 16, 2012

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

Blackstone Group L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE  
GROUP, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/06/2012

3. Issuer Name and Ticker or Trading Symbol

KNIGHT CAPITAL GROUP, INC. [KCG]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (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 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)Series A-2 Non-Voting Cumulative Perpetual  
Conv Pref Stock

69,629 (1) (2)

I

(See Footnotes) (3) (9) (10) (11) (12)

Series A-2 Non-Voting Cumulative Perpetual  
Conv Pref Stock

36 (1) (2)

I

(See Footnotes) (4) (9) (10) (11) (12)

Series A-2 Non-Voting Cumulative Perpetual  
Conv Pref Stock

424 (1) (2)

I

(See Footnotes) (5) (9) (10) (11) (12)

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

SEC 1473 (7-02)

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

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series A-1 Cumulative Perpetual Convertible Preferred Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock	11,532,005 \$ (1) (2)	I (See Footnotes) (6) (9) (10) (11) (12)
Series A-1 Cumulative Perpetual Convertible Preferred Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock	5,333 \$ (1) (2)	I (See Footnotes) (7) (9) (10) (11) (12)
Series A-1 Cumulative Perpetual Convertible Preferred Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock	70,000 \$ (1) (2)	I (See Footnotes) (8) (9) (10) (11) (12)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Group L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â

## Signatures

BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner  
, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G.  
Finley, Name: John G. Finley, Title: Chief Legal Officer 08/16/2012

\_\_Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management  
L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal  
Officer 08/16/2012

\_\_Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name:  
John G. Finley, Title: Chief Legal Officer 08/16/2012

\_\_Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general  
partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 08/16/2012

\_\_Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G.  
Finley, Title: Chief Legal Officer 08/16/2012

\_\_Signature of Reporting Person Date

STEPHEN A. SCHWARZMAN, By: /s/ Stephen A. Schwarzman, Name: Stephen A.  
Schwarzman 08/16/2012

\_\_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).

The Blackstone Funds (as defined below) beneficially own, in the aggregate, 17,411 shares of Series A-1 Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share (the "Series A-1 Preferred Stock") (convertible in accordance with the terms thereof at an initial conversion rate of 666.667 shares of Class A Common Stock, par value \$0.01 per share (the "Common Stock"), per

(1) \$1,000 of stated value of Series A-1 Preferred Stock, equal to an equivalent conversion price of \$1.50 per share, into approximately 11,607,339 shares of Class A Common Stock, subject to certain adjustments), and 70,089 shares of Series A-2 Non-Voting Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share (the "Series A-2 Preferred Stock," and, with the Series A-1 Preferred Stock, the "Preferred Stock") (Continued in Footnote 2)

(convertible in accordance with the terms thereof, upon the occurrence of certain regulatory approvals, on a one-for-one basis into Series A-1 Preferred Stock or, at an initial conversion rate of 666.667 shares of Class A Common Stock per \$1,000 of stated value of Series A-2 Preferred Stock, equal to an equivalent conversion price of \$1.50 per share, into approximately 46,726,023 shares of Class A Common Stock, subject to certain adjustments). There is no expiration date. For further information on the events that trigger conversions and other details regarding the conversions, see the terms of the Certificate of Designations of Preferences and Rights of the Series A-1 Cumulative Perpetual Convertible Preferred Stock and Series A-2 Non-Voting Cumulative Perpetual Convertible Preferred Stock of Knight Capital Group, Inc. (attached as Exhibit 3.1 to Form 8-K filed with the Securities and Exchange Commission by the Issuer on August 6, 2012).

- (3) Represents shares of Series A-2 Preferred Stock directly held by Blackstone Capital Partners VI L.P.
- (4) Represents shares of Series A-2 Preferred Stock directly held by Blackstone Family Investment Partnership VI L.P.
- (5) Represents shares of Series A-2 Preferred Stock directly held by Blackstone Family Investment Partnership VI ESC L.P.
- (6) Represents 17,298 shares of Series A-1 Preferred Stock directly held by Blackstone Capital Partners VI L.P.
- (7) Represents 8 shares of Series A-1 Preferred Stock directly held by Blackstone Family Investment Partnership VI L.P.
- (8)

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Represents 105 shares of Series A-1 Preferred Stock directly held by Blackstone Family Investment Partnership VI ESC L.P. (collectively, with Blackstone Capital Partners VI L.P. and Blackstone Family Investment Partnership VI L.P., the "Blackstone Funds").

- (9) Blackstone Management Associates VI L.L.C. is the general partner of Blackstone Capital Partners VI L.P. BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. BCP VI Side-By-Side GP L.L.C. is the general partner of Blackstone Family Investment Partnership VI L.P. and Blackstone Family Investment Partnership VI ESC L.P.

- (10) Blackstone Holdings III L.P. is the managing member and the owner of a majority in interest of BMA VI L.L.C. and the sole member of BCP VI Side-By-Side GP L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

- (11) Due to the limitations of the electronic filing system, Blackstone Capital Partners VI L.P., Blackstone Family Investment Partnership VI L.P., Blackstone Family Investment Partnership VI ESC L.P., Blackstone Management Associates VI L.L.C., BMA VI L.L.C. and BCP VI Side-By-Side GP L.L.C. are filing a separate Form 3.

- (12) Each of the Reporting Persons, other than the Blackstone Funds to the extent of their direct holdings, disclaims beneficial ownership of such Preferred Stock, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, including the Blackstone Funds, states that the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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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