

Viola Michael T
Form 4
May 16, 2018

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 *
TJMT Holdings 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)
C/O VIRTU FINANCIAL, INC., 300 VESEY STREET

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2018

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

(Street)
NEW YORK, NY 10282

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A common stock	05/15/2018		S ⁽¹⁾		1,000,000	D	\$ 27.16
Class D common stock ⁽³⁾ ₍₄₎	05/15/2018		D		10,518,750	D	\$ 69,091,740
Class A common stock	05/15/2018		M		2,081,250	A	\$ 19
	05/15/2018		S ⁽¹⁾		2,281,250	D	0

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Class A common stock	\$ 27.16		
Class A common stock		8,097	D ⁽⁷⁾

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)

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 Number Shares
Non-voting common interest units of Virtu Financial LLC	<u>(4)</u>	05/15/2018		D	10,518,750	<u>(4)</u> <u>(4)</u>	Class B common stock and Class A common stock 10,518,750
Option Award ⁽⁸⁾	\$ 19	05/15/2018		M	2,081,250	<u>(9)</u> <u>(9)</u>	Class A common stock 2,081,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TJMT Holdings LLC C/O VIRTU FINANCIAL, INC. 300 VESEY STREET NEW YORK, NY 10282	X	X		See Remarks
Viola Michael T C/O VIRTU FINANCIAL, INC. 300 VESEY STREET	X	X		

NEW YORK, NY 10282

Viola Teresa
 C/O VIRTU FINANCIAL, INC. X X See Remarks
 300 VESEY STREET
 NEW YORK, NY 10282

Viola Vincent J
 C/O VIRTU FINANCIAL, INC. X X
 300 VESEY STREET
 NEW YORK, NY 10282

Signatures

/s/ Justin Waldie, as Attorney-in-Fact for TJMT Holdings LLC 05/16/2018

**Signature of Reporting Person Date

/s/ Justin Waldie, as Attorney-in-Fact for Michael Viola 05/16/2018

**Signature of Reporting Person Date

/s/ Justin Waldie, as Attorney-in-Fact for Teresa Viola 05/16/2018

**Signature of Reporting Person Date

/s/ Justin Waldie, as Attorney-In-Fact for Vincent Viola 05/16/2018

**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) This sale was made as part of a public offering (the "Public Offering") of an aggregate of 17,250,000 of Class A common stock of the Issuer ("Class A Common Stock") by the Issuer and certain selling stockholders, including Mr. Vincent Viola and TJMT Holdings LLC ("TJMT").

(2) Mr. Michael Viola and Mrs. Teresa Viola each have an indirect interest in the securities held by TJMT, a Viola family vehicle over which the reporting persons share dispositive control and voting control. Mr. Vincent Viola has an indirect interest in the securities held by TJMT by virtue of his spouse's dispositive and voting control over TJMT.

(3) Shares of Class D common stock of the Issuer ("Class D Common Stock") have 10 votes per share but no economic rights (including rights to dividends and distributions upon liquidation) and are paired with an equal number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units").

(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 D Common Stock, may be exchanged for shares of Class B common stock of the Issuer ("Class B Common Stock"), which have 10 votes 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. Pursuant to the terms of the Issuer's Certificate of Incorporation, the shares of Class B Common Stock may be converted into shares of Class A Common Stock on a one-for-one basis at the discretion of the holder.

(5) As part of the Public Offering, the Issuer sold 10,518,750 shares of Class A Common Stock and used the net proceeds to purchase an equal number of Virtu Financial Units and corresponding shares of Class D Common Stock from TJMT. The purchase price per Virtu Financial Unit and share of Class D Common Stock was \$28.00 with TJMT being responsible for the underwriting discount per share paid by the Issuer to the underwriters in the Public Offering with respect to 10,518,750 shares of Class A Common Stock sold by the Issuer (or a net price of \$27.16).

(6) Directly owned by Mr. Vincent Viola.

(7) Directly owned by Mr. Michael Viola.

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- (8) Each Option Award was granted under the Issuer's 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A Common Stock.
- Options Awards vest in equal installments on each of the first four (4) anniversaries of April 15, 2015. Any fractional Option Award
- (9) resulting from the application of the vesting schedule under the 2015 Management Incentive Plan will be aggregated and the Option Awards resulting from such aggregation shall vest on April 15, 2019.

Remarks:

By virtue of relationship with Mr. Vincent Viola, a director of the Issuer, Mrs. Teresa Viola and TJMT Holdings LLC may each

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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