

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)

| | | | | |
|---|---|--|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Silver Lake Group, L.L.C.</p> <p>(Last) (First) (Middle)</p> <p>C/O SILVER LAKE, 2775 SAND HILL ROAD,,Â SUITE 100</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/15/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Virtu Financial, Inc. [VIRT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
| | | | | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p> |

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 A common stock | 6,445,982 | I | Held through SLP III EW Feeder I, L.P. <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> |
| Class C common stock <u>(1)</u> <u>(2)</u> | 7,353,188 | I | Held through SLP Virtu Investors, LLC <u>(4)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> |
| Class C common stock <u>(1)</u> <u>(2)</u> | 610,000 | I | Held through Silver Lake Technology Associates III, L.P. <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> |

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) | | 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 | | | |
| Non-voting common interest units of Virtu Financial LLC ⁽²⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Class A common stock | 7,353,188 | \$ ⁽²⁾ | I | Held through SLP Virtu Investors, LLC ^{(4) (6) (7) (8) (9) (10) (11)} |
| Non-voting common interest units of Virtu Financial LLC ⁽²⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Class A common stock | 610,000 | \$ ⁽²⁾ | I | Held through Silver Lake Technology Associates III, L.P. ^{(5) (6) (7) (8) (9) (10) (11)} |

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 | Â | Â X | Â | Â |
| Silver Lake Technology Associates III, L.P. C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SLTA III (GP), L.L.C. C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SLP III EW Feeder I, L.P. C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Silver Lake Partners III DE (AIV III), L.P. C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |

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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 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.

- (2)
- (3) SLP III EW Feeder I, L.P. ("Feeder I") directly holds 6,445,982 shares of Class A common stock. The general partner of Feeder I 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) SLP Virtu Investors, LLC ("Investors LLC"), directly holds 7,353,188 shares of Class C common stock and an equal number of non-voting common interest units of Virtu Financial 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. 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.

- (5) Silver Lake Technology directly holds 610,000 shares of Class C Common Stock and an equal number of non-voting common interest units of Virtu Financial LLC. 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.

- (6) 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, 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.

- (7) Michael Bingle, who serves as a director of the Issuer, also serves as a Managing Member of Silver Lake Group, L.L.C. and as a member of the investment committee of Silver Lake Technology and may be deemed to share voting and dispositive power with respect to any securities beneficially owned by Silver Lake Group, L.L.C. and Silver Lake Technology, but disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

- (8) Joseph Osness, who serves as a director of the Issuer, also serves as a Managing Director of Silver Lake Group, L.L.C. and a member of the investment committee of Silver Lake Technology and may be deemed to share voting and dispositive power with respect to any securities beneficially owned by Silver Lake Group, L.L.C. and Silver Lake Technology, but disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

- (9) 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.

- (10) 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 any of the Reporting Persons 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.

- (11) The Reporting Persons are jointly filing this Form 3 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.

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