

Virtu Financial, Inc.  
Form 4  
January 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Viola Michael T

(Last) (First) (Middle)

C/O VIRTU FINANCIAL, INC., 900  
THIRD AVE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Virtu Financial, Inc. [VIRT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Class A common stock            | 12/31/2015                           |  | A                              |   | 4,690   | A  | (1) 4,690                         |
| Class A common stock            | 12/31/2015                           |  | F                              |   | 1,283   | D  | (2) 3,407                         |

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

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SEC 1474 (9-02)

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit                      | (3)  | 12/31/2015                           |  | A                              | 7,035   | (4) (4)  | Class A Common Stock  | 7,035   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| Viola Michael T<br>C/O VIRTU FINANCIAL, INC., 900 THIRD AVE<br>NEW YORK, NY 10022 | X             | X         |         | See Remarks |

## Signatures

Justin Waldie 01/06/2016  
 \*\*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) Shares of Class A common stock granted under the Issuer's 2015 Management Incentive Plan based on the volume weighted average price of the Issuer's Class A common stock on the three trading days preceding the grant date of 22.5131.
- (2) Shares of Class A common stock withheld by the Issuer in accordance with the Issuer's 2015 Management Incentive Plan based on the volume weighted average price of the Issuer's Class A common stock on the three trading days preceding the grant date of 22.5131.
- (3) Each restricted stock unit ("RSU") is granted under the Issuer's 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
- (4) The RSUs vest in three equal installments on the December 31, 2016, December 31, 2017 and December 31, 2018.

### Remarks:

By virtue of his relationship with Mr. Vincent Viola, a director of the Issuer, the reporting person may be deemed to be a director of the Issuer.  
 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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