

KNIGHT CAPITAL GROUP, INC.  
Form 8-K  
August 14, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 14, 2007 (August 13, 2007)

**KNIGHT CAPITAL GROUP, INC.**

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(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

001-14223

(Commission File Number)

22-3689303

(IRS Employer Identification No.)

545 Washington Boulevard, Jersey City, NJ 07310

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(Address of principal executive offices) (Zip Code)

(201) 222-9400

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Knight Capital Group, Inc.

Current Report on Form 8-K

Item 7.01 Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits

a. Financial Statements on Businesses Acquired  
Not Applicable

b. Pro Forma Financial Information  
Not Applicable

c. Shell Company Transactions  
Not Applicable

d. Exhibits  
Exhibit 99.1 Press Release of Knight Capital Group, Inc. issued on August 13, 2007.

The following information is furnished under Item 7.01, Regulation FD Disclosure, and Item 9.01 Financial Statements and Exhibits. This information, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On August 13, 2007, the Registrant issued a press release announcing that The Goldman Sachs Group, Inc. has agreed to purchase a minority equity interest in the Registrant's ECN, Direct Edge ECN. The closing of the transaction is subject to the satisfaction of closing conditions and the receipt of appropriate regulatory approvals, which is expected to be completed within 90 days. The press release is attached hereto as Exhibit 99.1.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned s duly authorized signatory.

Dated: August 14, 2007

KNIGHT CAPITAL GROUP, INC.

By: /s/ Andrew M. Greenstein  
Name: Andrew M. Greenstein  
Title: Managing Director, Associate

General Counsel and Assistant  
Secretary

EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release of Knight Capital Group, Inc.<br>issued on August 13, 2007. |