

Virtu Financial, Inc.  
Form 8-K  
March 16, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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): March 16, 2017

VIRTU FINANCIAL, INC.  
(Exact name of registrant as specified in its charter)

|  |                                    |   |
|--|------------------------------------|---|
| Delaware<br>(State or other jurisdiction of incorporation) | 001-37352<br>(Commission File No.) | 32-0420206<br>(IRS Employer<br>Identification<br>No.) |
|--|------------------------------------|---|

900 Third Avenue  
New York, NY 10022-1010  
(Address of principal executive offices)

(212) 418-0100  
(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

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))

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ITEM 7.01 REGULATION FD DISCLOSURE

On March 16, 2017, Virtu Financial, Inc. (the “Company”) issued a press release relating to its proposal to acquire KCG Holdings, Inc. A copy of the Company’s press release is attached as Exhibit 99.1 to this report on Form 8-K and is incorporated by reference herein.

The information in this report on Form 8-K 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.

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Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 Press release of Virtu Financial, Inc., dated March 16, 2017.

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SIGNATURES

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, hereunto duly authorized.

Virtu Financial, Inc.

By: /s/ Justin Waldie

Name: Justin Waldie

Title: Senior Vice

President, Secretary

and

General Counsel

Dated: March 16, 2017

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