

Virtu Financial, Inc.  
Form 4  
December 28, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TJMT Holdings LLC

(Last) (First) (Middle)

C/O VIRTU FINANCIAL, INC., 900  
3RD AVENUE

(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)

12/22/2016

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 Viola, Vincent J. / 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price              |                                                                                               |                                                          |                                                       |
| Class A common stock            | 12/22/2016                           |                                                    | P <sup>(1)</sup>               |                                                                   | 50,000 | A \$<br>15.7208<br><u>(2)</u> | 376,624                                                                                       | I                                                        | See footnote <u>(3)</u>                               |
| Class A common stock            |                                      |                                                    |                                |                                                                   |        |                               | 200,000                                                                                       | D <u>(4)</u>                                             |                                                       |
| Class A common stock            |                                      |                                                    |                                |                                                                   |        |                               | 3,407                                                                                         | D <u>(5)</u>                                             |                                                       |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                       |             |
|----------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------------|
|                                                                                        | Director      | 10% Owner | Officer               | Other       |
| TJMT Holdings LLC<br>C/O VIRTU FINANCIAL, INC.<br>900 3RD AVENUE<br>NEW YORK, NY 10022 | X             | X         | See Viola, Vincent J. | See Remarks |
| Viola Michael T<br>C/O VIRTU FINANCIAL, INC., 900 THIRD AVE<br>NEW YORK, NY 10022      | X             | X         |                       |             |
| Viola Teresa<br>C/O VIRTU FINANCIAL, INC.<br>900 3RD AVENUE<br>NEW YORK, NY 10022      | X             | X         |                       | See Remarks |
| Viola Vincent J<br>900 THIRD AVENUE<br>NEW YORK, NY 10022-1010                         | X             | X         | Executive Chairman    |             |

## Signatures

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

12/28/2016

\_\_Signature of Reporting Person

Date

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

12/28/2016

## Edgar Filing: Virtu Financial, Inc. - Form 4

\_\_Signature of Reporting Person

Date

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

12/28/2016

\_\_Signature of Reporting Person

Date

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

12/28/2016

\_\_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).  
  
This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by TJMT Holdings LLC on November 10, 2016 which provides  
(1) for the purchase of up to 1,000,000 shares of Class A Common Stock. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.  
  
The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from  
(2) \$15.65 to \$15.95, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, to any security holder of Virtu Financial, Inc., or to Virtu Financial, Inc., upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.  
  
Mr. Michael Viola and Mrs. Teresa Viola each have an indirect interest in the securities acquired by TJMT Holdings LLC, a Viola  
(3) family vehicle over which the reporting persons shares dispositive control and voting control. Mr. Vincent Viola has an indirect interest in the securities acquired by TJMT Holdings LLC by virtue of his spouse's dispositive and voting control over TJMT Holdings LLC.  
(4) Directly owned by Mr. Vincent Viola.  
(5) Directly owned by Mr. Michael Viola.

### 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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