KNIGHT CAPITAL GROUP, INC.

Form 4 July 03, 2013

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GETCO Holding Company, LLC | 2. Issuer Name <b>and</b> Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer                      |  |  |  |
|--|---|---|--|--|--|
|  | KNIGHT CAPITAL GROUP, INC. [KCG]                            | (Check all applicable)  |  |  |  |
| (Last) (First) (Middle) 350 N. ORLEANS STREET, 3RD                   | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2013 | Director X 10% Owner Officer (give title below) Other (specify below) |  |  |  |
| FL SOUTH   | 07/01/2013  |   |  |  |  |

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

share

| (City)                                     | (State)                              | (Zip) Tal   | ble I - Non-                            | -Derivative Sec  | urities Acq | uired, Disposed of   | f, or Beneficia  | ally Owned  |
|--|--------------------------------------|---|---|--|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3)       | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities A oper Disposed of (Instr. 3, 4 and Amount | (D)         | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Class A Common Stock, par value \$0.01 per | 07/01/2013(1)                        |   | J                                       | 56,876,424   | D (1)       | 0  | I  | Held by<br>Subsidiary   |

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

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#### number.

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exerc | cisable and | 7. Title and | d 8.  | Price of  | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|--------------|-------|-----------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | onNumber   | Expiration D  | ate         | Amount of    | f De  | erivative | Deriv  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/   | Year)       | Underlying   | g Se  | curity    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative | e             |             | Securities   | (Ir   | nstr. 5)  | Bene   |
|             | Derivative  |                     |                    |             | Securities |               |             | (Instr. 3 an | nd 4) |           | Owne   |
|             | Security    |                     |                    |             | Acquired   |               |             |              |       |           | Follo  |
|             |             |                     |                    |             | (A) or     |               |             |              |       |           | Repo   |
|             |             |                     |                    |             | Disposed   |               |             |              |       |           | Trans  |
|             |             |                     |                    |             | of (D)     |               |             |              |       |           | (Instr |
|             |             |                     |                    |             | (Instr. 3, |               |             |              |       |           |        |
|             |             |                     |                    |             | 4, and 5)  |               |             |              |       |           |        |
|             |             |                     |                    |             |            |               |             | A            | 4     |           |        |
|             |             |                     |                    |             |            |               |             |              | ount  |           |        |
|             |             |                     |                    |             |            | Date          | Expiration  | or<br>T'(1 N |       |           |        |
|             |             |                     |                    |             |            | Exercisable   | Date        |              | nber  |           |        |
|             |             |                     |                    | G 1 17      | (A) (D)    |               |             | of           |       |           |        |
|             |             |                     |                    | Code V      | (A) (D)    |               |             | Shai         | res   |           |        |

### **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |
| GETCO Holding Company, LLC<br>350 N. ORLEANS STREET, 3RD FL SOUTH<br>CHICAGO, IL 60654       |               | X         |         |       |  |  |
| GETCO Strategic Investments, LLC<br>350 N. ORLEANS STREET, 3RD FL SOUTH<br>CHICAGO, IL 60654 |               | X         |         |       |  |  |

## **Signatures**

| Person                                  | 07/03/2013 |  |  |
|---|------------|--|--|
| **Signature of Reporting Person         | Date       |  |  |
| /s/ Alex Sadowski, Authorized<br>Person | 07/03/2013 |  |  |
| **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).

On July 1, 2013, pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of December 19, 2012 and amended and restated as of April 15, 2013, by and among GETCO Holding Company, LLC ("GETCO"), GA-GTCO, LLC, Knight Capital Group, Inc.

(1) (the "Issuer"), Knight Holdco, Inc. (now KCG Holdings, Inc.), Knight Acquisition Corp, GETCO Acquisition, LLC and GA-GTCO Acquisition, LLC, each share of Issuer Class A Common Stock, par value \$0.01 owned by GETCO and any of its subsidiaries, including GETCO Strategic Investments, LLC were cancelled for no consideration.

**(2)** 

Reporting Owners 2

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GETCO Holding Company, LLC may have been deemed to beneficially own 56,876,424 shares of common stock, including 56,875,362 shares of Knight common stock held by GETCO Strategic Investments, LLC, a wholly owned subsidiary, and 1,067 shares of common stock owned by another wholly owned subsidiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.