

Virtu Financial, Inc.
 Form 4
 April 21, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Virtu Employee Holdco LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O VIRTU FINANCIAL, INC., 900
 THIRD AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/21/2015

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

(Street)
 NEW YORK, NY 10022-1010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class C common stock (1) (2) (3) | 04/21/2015 | | A | V | 5,544,762 (A) (4) | (2) | 14,858,726 D |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Non-voting common interest units of Virtu Financial LLC (2) (3) | (2) | 04/21/2015 | | A | 5,544,762 (4) | (2) (2) | Class A common stock 5,544,762 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Virtu Employee Holdco LLC C/O VIRTU FINANCIAL, INC. 900 THIRD AVENUE NEW YORK, NY 10022-1010 | X | X | | See Remarks |

Signatures

/s/ Justin Waldie 04/21/2015
 **Signature of Date
 Reporting Person

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 C common stock of the Issuer ("Class C Common Stock") have one vote per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") held.

(2) Pursuant to the terms of the Exchange Agreement, effective as of April 15, 2015, by and among the Issuer, Virtu Financial LLC and the equityholders of Virtu Financial LLC (the "Exchange Agreement"), Virtu Financial Units, together with a corresponding number of shares of Class C Common Stock, may be exchanged for shares of Class A common stock of the Issuer ("Class A Common Stock"), which have one vote per share and economic rights (including rights to dividends and distributions upon liquidation), on a one-for-one basis at the discretion of the holder. The exchange rights under the Exchange Agreement do not expire.

(3) All of the Virtu Financial Units and shares of Class C Common Stock are held by the reporting person for the benefit of certain employees and former employees of the Issuer and its consolidated subsidiaries. 3,540,709 Virtu Financial Units held by the reporting person are subject to time-based vesting tied to the continued employment of the employees for whom the relevant Virtu Financial Units are held. The reporting person disclaims beneficial ownership over the Virtu Financial Units and shares of Class C Common Stock held by it to the extent that it does not have any pecuniary interest therein.

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- (4) 5,544,762 Virtu Financial Units (and corresponding shares of Class C Common Stock) held for the benefit of certain employees of the Issuer and consolidated subsidiaries vested upon completion of the Issuer's initial public offering.

Remarks:

By virtue of its relationship with Mr. Vincent Viola, who is the managing member of the reporting person and a director of the

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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