Edgar Filing: KNIGHT CAPITAL GROUP, INC. - Form 4

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KNIGHT C. Form 4	APITAL GROUF	P, INC.										
July 03, 201	3											
FORM	14							OMB APPROVAL				
-	UNITED	STATES			AND EXCH , D.C. 20549		JE CO	OMMISSION	OMB Number:	3235-0287		
Check th if no lon	cor								Expires:	January 31, 2005		
subject t Section	MENT O	F CHAN	IGES IN SECUI	Estimated average burden hours per								
Form 4 o Form 5			~ • •							. 0.5		
obligatio	n c *						•	Act of 1934,				
may con	tinue. Section 17			•	Company A	•		1935 or Section	l			
<i>See</i> Instr 1(b).	ruction	50(11)	or the fi	i vestinent	company r	101 01	1910					
(Print or Type	Responses)											
								5. Relationship of Reporting Person(s) to Issuer				
JOICE III	Symbol KNIGHT CAPITAL GROUP, INC. [KCG]					(Check all applicable)						
(Last)	(First) (Middle)		f Earliest T	ransaction		-	Director X Officer (give		Owner (specify		
								X Officer (give title Other (specify below) below) Chairman & CEO				
			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by One Reporting Person				
JERSEY C	ITY, NJ 07310						-	_X_ Form filed by O Form filed by M ⁴ Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	urities	s Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Date	e 2A. Deen	ned	3.	4. Securities	Acauir	ed (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)		n Date, if		omr Disposed o	of (\hat{D})		Securities	Ownership	Indirect		
(Instr. 3)		any (Month/D	Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8)					Beneficially Owned		Beneficial Ownership		
		(Wond) D	/uy/10ul)	(1130.0)				Following	or Indirect	(Instr. 4)		
						(A)		Reported Transaction(s)	(I) (Instr. 4)			
				Code V	A	or	D	(Instr. 3 and 4)	(111501.4)			
Common				Code V	Amount 1,362,886	(D)	Price					
Stock	07/01/2013			D	<u>(1)</u>	D	\$0	139,311	D			
Common Stock	07/01/2013			D	139,311 (2)	D	\$0	0	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOYCE THOMAS M C/O KNIGHT CAPITAL GROUP, INC. 545 WASHINGTON BLVD. JERSEY CITY, NJ 07310			Chairman & CEO				
Signatures							
/s/ Andrew M. Greenstein as attorney in fact for Thomas M.			07/03/2013				

Joyce

**Signature of 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).
- Disposed of pursuant to the Amended and Restated Agreement and Plan of Merger (the "Merger Agreement") by and among GETCO (1) Holding Company, LLC, GA-GTCO, LLC, Knight Capital Group, Inc. ("Knight"), Knight Holdco, Inc. (now KCG Holdings, Inc.) ("KCG"), Knight Acquisition Corp, GETCO Acquisition, LLC and GA-GTCO Acquisition, LLC.

Date

Represents restricted stock units ("RSUs"), and pursuant to the Merger Agreement, these RSUs are immediately converted into RSUs of (2) KCG, based on the exchange ratio of one third and on the same vesting terms as the current Knight RSUs (including accelerated vesting under certain circumstances).

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.