

KNIGHT CAPITAL GROUP, INC.  
Form 4  
August 30, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JEFFERIES GROUP INC /DE/

2. Issuer Name and Ticker or Trading Symbol  
KNIGHT CAPITAL GROUP, INC.  
[KCG]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
520 MADISON AVENUE,  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/29/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

NEW YORK, NY 10022

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/29/2012		C <sup>(1)</sup>		65,000,032	A	(1) 65,000,032
Class A Common Stock	08/29/2012		C <sup>(1)</sup>		16,250,008	A	(1) 16,250,008

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

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(9-02)

**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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A-2 Convertible Preferred Stock	(4)	08/29/2012		C(5)	77,599	08/13/2012	(4)	Series A-2 Convertible Preferred Stock
Series A-2 Convertible Preferred Stock	(4)	08/29/2012		C(5)	19,400	08/13/2012	(4)	Series A-1 Convertible Preferred Stock
Series A-1 Convertible Preferred Stock	(4)	08/29/2012		C(5)	77,599	08/13/2012	(4)	Class A Common Stock
Series A-1 Convertible Preferred Stock	(4)	08/29/2012		C(5)	19,400	08/13/2012	(4)	Class A Common Stock
Series A-1 Convertible Preferred Stock	(6)	08/29/2012		C(1)	97,500	08/13/2012	(6)	Class A Common Stock
Series A-1 Convertible Preferred Stock	(6)	08/29/2012		C(1)	24,375	08/13/2012	(6)	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEFFERIES GROUP INC /DE/ 520 MADISON AVENUE NEW YORK, NY 10022		X		
JEFFERIES & COMPANY, INC. 520 MADISON AVE. NEW YORK, NY 10022		X		

Jefferies High Yield Holdings, LLC  
 THE METRO CENTER, ONE STATION PLACE  
 THREE NORTH  
 STAMFORD, CT 06902 X

Jefferies High Yield Trading, LLC  
 THE METRO CENTER  
 ONE STATION PLACE, THREE NORTH  
 STAMFORD, CT 06902 X

## Signatures

/s/ Roland T. Kelly, Assistant Secretary 08/30/2012

\_\_Signature of Reporting Person Date

/s/ Roland T. Kelly, MD and Associate General Counsel 08/30/2012

\_\_Signature of Reporting Person Date

/s/ Roland T. Kelly, Authorized Person 08/30/2012

\_\_Signature of Reporting Person Date

/s/ Roland T. Kelly, Assistant Secretary 08/30/2012

\_\_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).

(1) Conversion of shares of Series A-1 Convertible Preferred Stock into Class A Common Stock pursuant to Rule 16b-6 for no additional consideration.

(2) Represents shares directly held by Jefferies & Company, Inc. The Reporting Persons disclaim beneficial ownership over such shares, except to the extent of their pecuniary interests.

(3) Represents shares directly held by Jefferies High Yield Trading, LLC. The Reporting Persons disclaim beneficial ownership over such shares, except to the extent of their pecuniary interests.

(4) Shares of Series A-2 will be convertible at the option of the holder into shares of Series A-1 on a one-for-one basis upon delivery of a written notice of conversion and a certification that all required regulatory approvals have been obtained and all applicable waiting periods have expired. The Series A-1 and A-2 have no expiration dates.

(5) Conversion of shares of Series A-2 Convertible Preferred Stock into Series A-1 Convertible Preferred Stock pursuant to Rule 16b-6 for no additional consideration.

(6) Shares of Series A-1 are convertible at the option of the holder into shares of Class A Common Stock at a conversion rate of 666.667 shares of Class A Common Stock for each share of Series A-1. The Series A-1 has no expiration date.

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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