

Virtu Financial, Inc.  
Form 4  
January 05, 2017

# 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 \*  
Palaparthi Venu

(Last) (First) (Middle)

C/O VIRTU FINANCIAL, INC., 900  
THIRD AVE

(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)  
01/03/2017

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)

SVP, Comp Reg & Gov Affairs

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A common stock	01/03/2017		A		4,582 A (1) 8,614	D	
Class A common stock	01/03/2017		F		1,937 D (2) 6,677	D	
Class A common stock	01/03/2017		M		1,612 A (3) 8,289	D	
Class A common	01/03/2017		F		682 D (4) 7,607	D	

stock

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 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 (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)	8. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	(5)	01/03/2017		M	1,612	(6)	(6)	Class A Common Stock	1,612
Restricted Stock Unit	(5)	01/03/2017		A	6,873	(6)	(6)	Class A Common Stock	6,873

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palaparathi Venu C/O VIRTU FINANCIAL, INC., 900 THIRD AVE NEW YORK, NY 10022			SVP, Comp Reg & Gov Affairs	

## Signatures

/s/ Justin Waldie                      01/05/2017  
 \*\*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)

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Shares of Class A common stock granted under the Issuer's 2015 Management Incentive Plan based on the volume weighted average price of the Issuer's Class A common stock on the three trading days preceding the grant date of 16.0027.

- (2) Shares of Class A common stock withheld by the Issuer in accordance with the Issuer's 2015 Management Incentive Plan based on the volume weighted average price of the Issuer's Class A common stock on the three trading days preceding the grant date of 16.0027.
- (3) Shares of Class A common stock issued in settlement of vested restricted stock units ("RSUs") granted under the Issuer's 2015 Management Incentive Plan based on the closing price of the Issuer's Class A common stock on December 30, 2016 of 15.95.
- (4) Shares of Class A common stock withheld by the Issuer in relation to the settlement of vested RSUs in accordance with the Issuer's 2015 Management Incentive Plan based on the closing price of the Issuer's Class A common stock on December 30, 2016 of 15.95.
- (5) Each restricted stock unit ("RSU") is granted under the Issuer's 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
- (6) The RSUs vest in three equal installments on the December 31, 2017, December 31, 2018 and December 31, 2019.

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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