

INVESTMENT TECHNOLOGY GROUP INC

Form 8-K

October 28, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934**

October 28, 2004

Date of Report

INVESTMENT TECHNOLOGY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

0-23644

(Commission file number)

95-2848406

(I.R.S. Employer
Identification No.)

**380 Madison Avenue
New York, New York 10017**

(Address of principal executive offices)

(212) 588-4000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17. CFR 230.425)
 - Soliciting material pursuant to Rule 14a-2 under the Exchange Act (17. CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17. CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17. CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

On October 28, 2004, Investment Technology Group, Inc. issued a press release announcing financial results for the quarter ended September 30, 2004. A copy of this press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press release issued by Investment Technology Group, Inc. on October 28, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INVESTMENT TECHNOLOGY GROUP, INC.

(Registrant)

Date: October 28, 2004

By: /s/ Howard C.
Naphtali
Howard C. Naphtali
Chief Financial Officer and
Duly Authorized Signatory of Registrant