

Molluso Joseph
Form 4
January 25, 2019

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 *
Molluso Joseph

(Last) (First) (Middle)

C/O VIRTU FINANCIAL, INC., 300 VESEY ST.

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2018

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)
Exec VP & CFO

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 | 12/31/2018 | | M | | 5,775 A (1) 5,775 | D | |
| Class A common stock | 12/31/2018 | | F | | 3,074 D (2) 2,701 | D | |
| Class A common stock | 12/31/2018 | | M | | 9,373 A (1) 12,074 | D | |
| Class A common | 12/31/2018 | | F | | 4,989 D (2) 7,085 | D | |

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stock

| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|------------|--------|---|
| Class A common stock | 01/23/2019 | | M | 11,240 | A | <u>(1)</u> | 18,325 | D |
|----------------------------|------------|--|---|--------|---|------------|--------|---|

| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|------------|--------|---|
| Class A common stock | 01/23/2019 | | F | 5,982 | D | <u>(2)</u> | 12,343 | D |
|----------------------------|------------|--|---|-------|---|------------|--------|---|

| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|------------|--------|---|
| Class A common stock | 01/23/2019 | | A | 15,764 | A | <u>(3)</u> | 28,107 | D |
|----------------------------|------------|--|---|--------|---|------------|--------|---|

| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|------------|--------|---|
| Class A common stock | 01/23/2019 | | F | 6,568 | D | <u>(4)</u> | 21,539 | 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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(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Unit | <u>(5)</u> | 12/31/2018 | | M | | <u>(6)</u> <u>(6)</u> | Class A common stock 5,775 |
| Restricted Stock Unit | <u>(5)</u> | 12/31/2018 | | M | | <u>(7)</u> <u>(7)</u> | Class A common stock 9,375 |
| Restricted Stock Unit | <u>(5)</u> | 01/23/2019 | | M | | <u>(8)</u> <u>(8)</u> | Class A common stock 11,240 |
| Restricted Stock Unit | <u>(5)</u> | 01/23/2019 | | A | | <u>(9)</u> <u>(9)</u> | Class A common stock 23,644 |
| Option Award <u>(10)</u> | \$ 19 <u>(11)</u> | | | | | <u>(11)</u> <u>(11)</u> | Class A common stock 15,000 |

Non-voting
common
interest
units of
Virtu
Financial
LLC

(12)

(12)

(12)

Class A
common 473,9
stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Molluso Joseph C/O VIRTU FINANCIAL, INC., 300 VESEY ST. NEW YORK, NY 10282 | | | Exec VP & CFO | |

Signatures

Justin Waldie, as
Attorney-in-Fact

01/25/2019

**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) Shares of Class A common stock issued in settlement of vested restricted stock units ("RSUs") granted under the Issuer's Amended and Restated 2015 Management Incentive Plan.
 - (2) Shares of Class A common stock withheld by the Issuer in relation to the settlement of vested RSUs in accordance with the Issuer's Amended and Restated 2015 Management Incentive Plan.
 - (3) Shares of Class A common stock granted under the Issuer's 2015 Amended and Restated 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 26.6447.
 - (4) Shares of Class A common stock withheld by the Issuer in accordance with the Issuer's Amended and Restated 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 26.6447.
 - (5) Each RSU is granted under the Issuer's Amended and Restated 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
 - (6) The RSUs vested in three equal installments on December 31, 2016, December 31, 2017 and December 31, 2018.
 - (7) The RSUs vest in three equal installments on December 31, 2017, December 31, 2018 and December 31, 2019.
 - (8) The RSUs vest in three equal installments on January 23, 2019, January 23, 2020 and January 23, 2021.
 - (9) The RSUs vest in three equal installments on January 23, 2020, January 23, 2021 and January 23, 2022.
 - (10) Each Option Award was granted under the Issuer's Amended and Restated 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
 - (11) Options Awards vest in equal installments on each of the first four (4) anniversaries of April 15, 2015. Any fractional Option Award resulting from the application of the vesting schedule under the 2015 Management Incentive Plan will be aggregated and the Option Awards resulting from such aggregation shall vest on April 15, 2019.
 - (12) 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, which have one vote per share

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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.

By Virtu Employee Holdco LLC, a holding vehicle through which employees and directors of the Issuer hold vested and unvested Virtu
(13) Financial Units and shares of Class C Common Stock. The reporting person disclaims beneficial ownership in such Virtu Financial Units and shares held by Virtu Employee Holdco LLC except to the extent of his pecuniary interest therein.

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.