

Virtu Financial, Inc.
Form 8-K
December 12, 2018

UNITED STATES
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

Date of Report (date of earliest event reported): **December 11, 2018**

VIRTU FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-37352
(Commission File No.)

32-0420206
(IRS Employer
Identification No.)

300 Vesey Street

New York, NY 10282

(Address of principal executive offices)

(212) 418-0100

Edgar Filing: Virtu Financial, Inc. - Form 8-K

(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 (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☒

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Election of Directors

On December 11, 2018, the Board of Directors (the "Board") of Virtu Financial, Inc. (the "Company") appointed Mr. David Urban to serve as a Class III director. Mr. Urban will serve as an independent member of the Board. Mr. Urban was recommended as a nominee to the Board by the Company's Nominating and Corporate Governance Committee.

Mr. Urban has more than 20 years' experience in senior leadership positions in business and governmental roles, including his current position as President of the American Continental Group, a leading bi-partisan government affairs and strategic consulting firm which provides strategic consulting services across the financial services and technology sectors, among others. In addition Mr. Urban previously served in the United States Army's 101st Airborne Division.

Mr. Urban will be compensated for his service as non-employee director in the manner similar to that described in the Company's Definitive Proxy Statement on Schedule 14A filed on April 25, 2018 (File No. 001-37352) under "Executive Compensation" Compensation of our Directors.

In connection with Mr. Urban's election to the Board, the Company has entered into an indemnification agreement with Mr. Urban in substantially the same form as the indemnification agreement entered into with other directors of the Company that was previously filed with the SEC as Exhibit 10.2 to the Company's Registration Statement on Form S-1 (File No. 333-194473). The indemnification agreement provides, in general, that the Company will indemnify Mr. Urban to the fullest extent permitted by law in connection with his service to the Company or on the Company's behalf.

Following the appointment of Mr. Urban, the Board consists of twelve directors. The Company may add one or more new directors as business needs and opportunities arise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

99.1 Press release of Virtu Financial, Inc. dated December 11, 2018

SIGNATURES

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.

Virtu Financial, Inc.

By:	/s/ Justin Waldie
Name:	Justin Waldie
Title:	Senior Vice President, Secretary and General Counsel

Dated: December 11, 2018