

Molluso Joseph
Form 4/A
January 03, 2018

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 *
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)
12/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
01/03/2018

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A common stock | 12/31/2017 | | M | 5,774 A (1) 27,138 | | D | |
| Class A common stock | 12/31/2017 | | F | 2,381 D (2) 24,757 | | D | |
| Class A common stock | 12/31/2017 | | M | 9,373 A (1) 34,130 | | D | |
| Class A common | 12/31/2017 | | F | 3,864 D (2) 30,266 | | D | |

stock

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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit | (3) | 12/31/2017 | | M | 5,774 | (4) | (4) | Class A common stock | 5,774 |
| Restricted Stock Unit | (3) | 12/31/2017 | | M | 9,373 | (5) | (5) | Class A common stock | 9,373 |

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 01/03/2018

**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)

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Shares of Class A common stock issued in settlement of vested restricted stock units ("RSUs") granted under the Issuer's 2015 Amended and Restated Management Incentive Plan based on the closing price of the Issuer's Class A common stock on December 29, 2017 of 18.30.

- 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
- (2) Amended and Restated Management Incentive Plan based on the closing price of the Issuer's Class A common stock on December 29, 2017 of 18.30
 - (3) Each restricted stock unit ("RSU") is granted under the Issuer's 2015 Amended and Restated Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
 - (4) The RSUs vest in three equal installments on December 31, 2016, December 31, 2017 and December 31, 2018.
 - (5) The RSUs vest in three equal installments on 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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