

INVESTMENT TECHNOLOGY GROUP INC  
Form 8-K  
August 18, 2009

**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**

**August 18, 2009 (August 17, 2009)**

Date of Report (Date of earliest event reported)

**INVESTMENT TECHNOLOGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-32722**

(Commission File Number)

**95-2848406**

(IRS Employer Identification No.)

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

(Address of principal executive offices)

**10017**

(Zip Code)

Registrant's telephone number, including area code: **(212) 588-4000.**

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 communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 17, 2009, after over fifteen years of service, Robert L. King resigned from the Board of Directors of Investment Technology Group, Inc. ( ITG ) effectively immediately. On July 1, 2009, Mr. King was appointed CEO of Eco-Products, Inc. Given Mr. Kings resignation, ITG s Board of Directors is now comprised of seven members.

**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.

**INVESTMENT TECHNOLOGY GROUP, INC.**

Dated: August 18, 2009

By:

/s/ P. Mats Goebels  
P. Mats Goebels  
Managing Director, General Counsel, and  
Duly Authorized Signatory of Registrant