

INVESTMENT TECHNOLOGY GROUP INC
Form 8-K
June 17, 2011

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): **June 17, 2011 (June 14, 2011)**

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
(I.R.S. 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**

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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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of Investment Technology Group, Inc. (the Company) was held on June 14, 2011. The stockholders elected all of the Company's nominees for director, ratified the appointment of KPMG LLP as the Company's independent auditors for the fiscal year 2011, approved the advisory vote on executive compensation and approved holding future advisory votes on executive compensation every year. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

(a) Election of Directors:

| Name of Director | Shares For | Shares Withheld | Broker Non-Votes |
|----------------------|------------|-----------------|------------------|
| J. William Burdett | 32,346,677 | 2,024,059 | 3,263,111 |
| Minder Cheng | 33,999,778 | 370,958 | 3,263,111 |
| Christopher V. Dodds | 33,901,557 | 469,179 | 3,263,111 |
| Robert C. Gasser | 33,876,692 | 494,044 | 3,263,111 |
| Timothy L. Jones | 34,012,717 | 358,019 | 3,263,111 |
| Kevin J.P. O Hara | 32,265,407 | 2,105,329 | 3,263,111 |
| Maureen O Hara | 28,849,888 | 5,520,848 | 3,263,111 |
| Steven S. Wood | 32,428,678 | 1,942,058 | 3,263,111 |

(b) Ratification of the appointment of KPMG LLP as our independent auditors for the 2011 fiscal year:

| Shares For | Shares Against | Shares Abstain |
|------------|----------------|----------------|
| 37,408,714 | 171,969 | 53,164 |

(c) Advisory vote on executive compensation:

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 26,746,180 | 7,528,306 | 96,250 | 3,263,111 |

(d) Advisory vote on the frequency of an advisory vote on executive compensation:

| 1 year | 2 years | 3 years | Shares Abstain | Broker Non-Votes |
|------------|---------|-----------|----------------|------------------|
| 30,120,698 | 31,540 | 4,127,221 | 91,277 | 3,263,111 |

A majority of the votes cast by stockholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation every year. In line with this recommendation by our

stockholders, the Board of Directors of the Company has decided that it will include an advisory stockholder vote on executive compensation in its proxy materials every year until the next advisory vote on the frequency of stockholder votes on executive compensation, which is required to occur no later than our Annual Meeting of Stockholders in 2017.

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.

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

Dated: June 17, 2011