

KNIGHT CAPITAL GROUP, INC.  
Form 8-K  
August 18, 2005

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

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#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 18, 2005

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## KNIGHT CAPITAL GROUP, INC.

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-14223**  
(Commission File Number)

**22-3689303**  
(IRS Employer  
Identification No.)

**545 Washington Boulevard, Jersey City, NJ 07310**

(Address of principal executive offices) (Zip Code)

**(201) 222-9400**

(Registrant's telephone number, including area code)

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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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Knight Capital Group, Inc.

Current Report on Form 8-K

Item 8.01 Other Events

Pursuant to Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended, (the Exchange Act), Robert M. Lazarowitz, a member of the Registrant's Board of Directors, has informed the Registrant that a limited partnership (the Partnership), of which he is General Partner, adopted certain, and modified certain existing, written plan agreements relating to future sales of a portion of the Knight Capital Group, Inc. Class A Common Stock beneficially owned by him. The Partnership is entering into, or modifying, the 10b5-1(c) plans in order to diversify its financial holdings in an orderly fashion over an extended period of time.

Rule 10b5-1(c) of the Exchange Act provides an exemption to the insider trading rules in the form of an affirmative defense. According to the Securities and Exchange Commission, the provision is designed to cover situations in which a person can demonstrate that the material nonpublic information was not a factor in the trading decision [and] will provide appropriate flexibility to those who would like to plan securities transactions in advance at a time when they are not aware of material nonpublic information, and then carry out those pre-planned transactions at a later time, even if they later become aware of material nonpublic information.

Item 9.01 Financial Statement and Exhibits

a. Financial Statements

Not required

b. Pro forma Financial Information

Not required

c. Exhibits

None

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, its duly authorized signatory.

Dated: August 18, 2005

KNIGHT CAPITAL GROUP, INC.

By:           /s/ Andrew M. Greenstein          

Name: Andrew M. Greenstein  
Title: Managing Director, Associate General Counsel  
and Assistant Secretary