

Virtu Financial, Inc.
Form SC 13G/A
February 14, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Virtu Financial, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

928254101
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 928254101 SCHEDULE 13G Page 2 of 10

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vincent Viola

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

14,532,479 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

80,106,396 (2)

7 SOLE DISPOSITIVE POWER

14,532,479 (1)

8 SHARED DISPOSITIVE POWER

80,106,396 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

94,638,875

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

70.0% (3)

12 TYPE OF REPORTING PERSON

IN

(1) The reporting person may be deemed to beneficially own the 13,638,729 shares of Class A common stock issuable to Virtu Employee Holdco LLC ("Employee Holdco") upon the exchange of 13,638,729 non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") and an equal number of shares of Class C common stock held

by Employee Holdco in his capacity as the manager. In addition, the reporting person directly owns 200,000 shares of Class A common stock and 693,750 shares of Class A common stock underlying vested and exercisable options or options becoming vested and exercisable within 60 days.

- (2) The reporting person may be deemed to beneficially own the 80,106,396 shares of Class A common stock beneficially owned by Teresa Viola, the reporting person's wife, by virtue of their relationship. Based on (i) 39,983,514 shares of Class A common stock that were issued and outstanding as of December 31, 2016, (ii) 2,058,500 shares of Class A common stock underlying vested and exercisable options or options becoming vested and exercisable within 60 days, (iii) 13,638,729 shares of Class A common stock issuable to Employee Holdco upon the exchange of the 13,638,729 Virtu Financial Units and an equal number of shares of Class C common stock held by Employee Holdco, and (iv) 79,610,490 shares of Class A common stock issuable to TJMT Holdings LLC ("TJMT") upon (x) the exchange of the 79,610,490 Virtu Financial Units and an equal number of shares of Class D common stock held by TJMT for shares of Class B common stock and (y) the conversion of such shares of Class B common stock into shares of Class A common stock.
-

CUSIP No. 928254101 SCHEDULE 13G Page 3 of 10

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Virtu Employee Holdco LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

13,638,729 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

13,638,729 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,638,729

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

24.5% (2)

12 TYPE OF REPORTING PERSON

OO

Represents 13,638,729 shares of Class A common stock issuable to the reporting person at any time upon the (1) exchange of the 13,638,729 Virtu Financial Units and an equal number of shares of Class C common stock held by the reporting person.

(2)

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Based on (i) 39,983,514 shares of Class A common stock that were issued and outstanding as of December 31, 2016, (ii) 2,058,500 shares of Class A common stock underlying vested and exercisable options or options becoming vested and exercisable within 60 days and (iii) 13,638,729 shares of Class A common stock issuable to the reporting person upon the exchange of the 13,638,729 Virtu Financial Units and an equal number of shares of Class C common stock held by the reporting person.

CUSIP No. 928254101 SCHEDULE 13G Page 4 of 10

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TJMT Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

80,106,396 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

80,106,396 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

80,106,396 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

65.8% (2)

12 TYPE OF REPORTING PERSON

OO

(1) Represents (i) 495,906 shares of Class A common stock and (ii) 79,610,490 shares of Class A common stock issuable to the reporting person at any time upon (i) the exchange of the 79,610,490 Virtu Financial Units and an equal number of shares of Class D common stock held by the reporting person for shares of Class B common stock and (ii) the conversion of such shares of Class B common stock into shares of Class A common stock.

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Based on (i) 39,983,514 shares of Class A common stock that were issued and outstanding as of December 31, 2016, (ii) 2,058,500 shares of Class A common stock underlying vested and exercisable options or options becoming vested and exercisable within 60 days and (iii) 79,610,490 shares of Class A common stock issuable to (2) the reporting person upon (x) the exchange of the 79,610,490 Virtu Financial Units and an equal number of shares of Class D common stock held by the reporting person for shares of Class B common stock and (y) the conversion of such shares of Class B common stock into shares of Class A common stock.

CUSIP No. 928254101 SCHEDULE 13G Page 5 of 10

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michael Viola

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

72,987 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

80,106,396 (2)

7 SOLE DISPOSITIVE POWER

72,987 (1)

8 SHARED DISPOSITIVE POWER

80,106,396 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

80,179,383

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

65.9% (3)

12 TYPE OF REPORTING PERSON

IN

(1) The reporting person may be deemed to beneficially own 52,235 shares of Class A common stock beneficially owned by Employee Holdco. In addition, the reporting person directly owns 5,752 shares of Class A common stock and 15,000 shares of Class A common stock underlying vested and exercisable options or options becoming vested and exercisable within 60 days.

The reporting person and Teresa Viola share dispositive control and voting control over the shares held by TJMT.

(2) As a result, the reporting person may be deemed to beneficially own (i) the 495,906 shares of Class A common stock directly held by TJMT and (ii) the 79,610,490 shares of Class A common stock issuable to TJMT.

Based on (i) 39,983,514 shares of Class A common stock that were issued and outstanding as of December 31, 2016, (ii) 2,058,500 shares of Class A common stock underlying vested and exercisable options or options becoming vested and exercisable within 60 days, (iii) 52,235 shares of Class A common stock issuable upon the exchange of the 52,235 Virtu Financial Units and an equal number of shares of Class C common stock held by

(3) Employee Holdco, and (iii) 79,610,490 shares of Class A common stock issuable to TJMT upon (x) the exchange of the 79,610,490 Virtu Financial Units and an equal number of shares of Class D common stock held by TJMT for shares of Class B common stock and (y) the conversion of such shares of Class B common stock into shares of Class A common stock.

CUSIP No. 928254101 SCHEDULE 13G Page 6 of 10

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Teresa Viola

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

80,106,396 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

80,106,396 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

80,106,396

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

65.8% (2)

12 TYPE OF REPORTING PERSON

IN

The reporting person and Michael Viola share dispositive control and voting control over the shares held by TJMT.
(1) As a result, the reporting person may be deemed to beneficially own (i) the 495,906 shares of Class A common stock directly held by TJMT and (ii) the 79,610,490 shares of Class A common stock issuable to TJMT.
(2)

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Based on (i) 39,983,514 shares of Class A common stock that were issued and outstanding as of December 31, 2016, (ii) 2,058,500 shares of Class A common stock underlying vested and exercisable options or options becoming vested and exercisable within 60 days and (iii) 79,610,490 shares of Class A common stock issuable to TJMT upon (x) the exchange of the 79,610,490 Virtu Financial Units and an equal number of shares of Class D common stock held by TJMT for shares of Class B common stock and (y) the conversion of such shares of Class B common stock into shares of Class A common stock.

CUSIP No. 928254101 SCHEDULE 13G Page 7 of 10

- Item 1. (a) Name of Issuer:
Virtu Financial, Inc. (the “Issuer”)
- (b) Address of Issuer’s Principal Executive Offices:
900 Third Avenue New York, New York 10022-1010

Name of Person Filing; Address of Principal Business Office; and Citizenship

This Schedule 13G is filed jointly by each of the following persons (collectively, the “Reporting Persons”) pursuant to a joint filing agreement attached hereto as Exhibit 1:

- Item 2. (a)-(c) (1) Vincent Viola, a U.S. citizen;
(2) TJMT Holdings LLC, a Delaware limited liability company;
(3) Virtu Employee Holdco LLC, a Delaware limited liability company;
(4) Michael Viola, a U.S. citizen; and
(5) Teresa Viola, a U.S. citizen.

The principal business address of each of the Reporting Persons is 900 Third Avenue New York, New York 10022-1010.

- (d) Title of Class of Securities:
Class A common stock, par value \$0.00001 per share.
- (e) CUSIP Number:
928254101

- Item 3. If this statement is filed pursuant to SS.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
 - (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
 - (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
 - (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
-

Item
4. Ownership

- (a)-(c) Amount beneficially owned, percent of class, number of shares as to which each person has sole or shared power to vote or direct the vote; sole or share power to dispose or direct the disposition of:

The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Section 13G are incorporated herein by reference.

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons declare that filing this Statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G except to the extent of such person's pecuniary interest in the Class A Shares, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

Item
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item
6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

7. Holding Company.

Not applicable.

Item
8. Identification and Classification of Members of the Group.

Not applicable.

Item
9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications.

Not applicable

CUSIP No. 928254101 SCHEDULE 13G Page 9 of 10

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Powers of Attorney, dated February 4, 2016 granted by the Reporting Persons in favor of the Issuer's General Counsel, Chief Financial Officer and Chief Executive Officer, are attached hereto.

Dated: February 14, 2017

*

Vincent Viola

*

TJMT HOLDINGS LLC

*

VIRTU EMPLOYEE HOLDCO LLC

*

Michael Viola

*

Teresa Viola

*By:

/s/Justin Waldie

Justin Waldie, as Attorney-in-fact

Exhibit Index

Exhibit 1 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).

Exhibit 2 Powers of Attorney, dated February 4, 2016, granted by the Reporting Persons in favor of the Issuers General Counsel, Chief Financial Officer and Chief Executive Officer (previously filed).
