

Virtu Financial, Inc.
 Form 3
 April 16, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Viola Vincent J (Last) (First) (Middle) C/O VIRTU FINANCIAL, INC.,Â 900 THIRD AVENUE (Street) NEW YORK,Â NYÂ 10022-1010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2015	3. Issuer Name and Ticker or Trading Symbol Virtu Financial, Inc. [VIRT]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Chairman	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class D common stock ⁽¹⁾ ⁽²⁾	79,610,490	I	See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Non-voting common interest units of Virtu Financial LLC ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Class B common stock and Class A common stock 79,610,490 \$ ⁽²⁾	I See footnote ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Viola Vincent J C/O VIRTU FINANCIAL, INC. 900 THIRD AVENUE NEW YORK, NY 10022-1010	Â X	Â X	Â Executive Chairman	Â

Signatures

/s/ Justin Waldie 04/16/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Shares of Class D common stock of the Issuer ("Class D Common Stock") have 10 votes per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of Virtu Financial Units held. Pursuant to the terms of the Exchange Agreement, Virtu Financial Units, together with a corresponding number of shares of Class D Common Stock, may be exchanged for shares of Class B common stock of the Issuer ("Class B Common Stock"), which have 10 votes per share and economic rights (including rights to dividends and distributions upon liquidation), on a one-for-one basis at the discretion of the holder. The exchange rights under the Exchange Agreement do not expire. Pursuant to the terms of the Issuer's Certificate of Incorporation, the shares of Class B Common Stock may be converted into shares of Class A common stock of the Issuer on a one-for-one basis at the discretion of the holder.
- (2) By spouse's interest in TJMT Holdings LLC, a Viola family vehicle over which the reporting person's spouse shares dispositive control and voting control.
- (3)

Â
Remarks:
 Exhibit 24.1: Power of Attorney.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. (9) 4,412 I See Footnotes (2) (3) (4) (5) (6) Common Stock, par value \$0.01 per share 04/27/2015 S 40,043 D \$ 64.41 (9) 8,269,321 I See Footnotes (2) (3) (4) (5) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154		X		
ESL PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200, BAY HARBOR, FL 33154		X		
RBS PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200, BAY HARBOR, FL 33154		X		
ESL INSTITUTIONAL PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200, BAY HARBOR, FL 33154		X		
RBS INVESTMENT MANAGEMENT, L.L.C. 1170 KANE CONCOURSE, SUITE 200, BAY HARBOR, FL 33154		X		
ESL INVESTMENTS, INC. 1170 KANE CONCOURSE, SUITE 200, BAY HARBOR, FL 33154		X		

Signatures

EDWARD S. LAMPERT, By: /s/ Edward S. Lampert	04/27/2015
__Signature of Reporting Person	Date
ESL PARTNERS, L.P., By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	04/27/2015
__Signature of Reporting Person	Date
RBS PARTNERS, L.P., By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	04/27/2015
__Signature of Reporting Person	Date
ESL INSTITUTIONAL PARTNERS, L.P., By: RBS Investment Management, L.L.C., Its: General Partner, By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	04/27/2015
__Signature of Reporting Person	Date
RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	04/27/2015
__Signature of Reporting Person	Date
ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	04/27/2015
__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) This price represents the approximate weighted average price per share of common stock of AutoNation, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$65.00 to \$65.80 per Share. The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(2) This statement is jointly filed by and on behalf of each of Edward S. Lampert, ESL Partners, L.P. ("Partners"), RBS Partners, L.P. ("RBS"), ESL Institutional Partners, L.P. ("Institutional"), RBS Investment Management, L.L.C. ("RBSIM") and ESL Investments, Inc. ("ESL"). Mr. Lampert, Partners and Institutional are the direct beneficial owners of the securities covered by this statement.

(3) RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners. RBSIM is the general partner of, and may be deemed to beneficially own securities owned by, Institutional. ESL is the general partner of RBS and the manager of RBSIM. ESL may be deemed to beneficially own securities owned by RBS and RBSIM. Mr. Lampert is a limited partner of, and may be deemed to beneficially own certain securities owned by, RBS. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.

(4) The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.

(5) The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.

(6) Represents shares directly beneficially owned by Institutional.

(7) Represents shares directly beneficially owned by Partners.

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This price represents the approximate weighted average price per Share of the Issuer, of sales that were executed at prices ranging from
(8) \$65.00 to \$65.20 per Share. The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

This price represents the approximate weighted average price per Share of the Issuer, of sales that were executed at prices ranging from
(9) \$64.01 to \$65.11 per Share. The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price

Remarks:

Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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