

**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): **October 9, 2019**

VIRTU FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37352
(Commission File No.)

32-0420206
(IRS Employer
Identification No.)

**One Liberty Plaza
New York, NY 10006**
(Address of principal executive offices)

(212) 418-0100
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered:</u>
Class A common stock, par value \$0.00001 per share	VIRT	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On October 9, 2019 (the “Closing Date”), VFH Parent LLC (“VFH Parent”), a Delaware limited liability company and indirect subsidiary of Virtu Financial, Inc., a Delaware corporation (the “Company”), entered into Amendment No. 1 (“Amendment No. 1”), which amended the Credit Agreement dated as of March 1, 2019 (the “Existing Credit Agreement” and as amended by Amendment No. 1, the “Amended Credit Agreement”) by and among VFH Parent, Virtu Financial LLC, a Delaware limited liability company, direct subsidiary of the Company and the parent company of VFH Parent, the lenders party thereto, and Jefferies Finance, LLC (“Jefferies”), as administrative agent and collateral agent (in such capacities, the “Agent”), to, among other things, provide for \$525.0 million in aggregate principal amount of incremental term loans (the “Incremental Term Loans”), and amend the related collateral agreement.

On the Closing Date, VFH Parent borrowed the Incremental Term Loans and used the proceeds together with available cash to redeem all of the \$500.0 million aggregate principal amount of the outstanding 6.750% Senior Secured Second Lien Notes due 2022 (the “Existing Notes”) issued by VFH Parent and Orchestra Co-Issuer, Inc., a Delaware corporation and indirect subsidiary of the Company (together with VFH Parent, the “Issuers”), and pay related fees and expenses.

The terms, conditions and covenants applicable to the Incremental Term Loans are the same as the terms, conditions and covenants applicable to the existing term loans under the Existing Credit Agreement, including a maturity date of March 1, 2026. The Company previously entered into a five-year \$525 million floating to fixed interest rate swap agreement that effectively fixes interest payment obligations on the Incremental Term Loans at 4.8% through September 2024.

The above description of Amendment No. 1 does not purport to be complete and is subject to, and qualified in its entirety by reference to the full text of Amendment No. 1, a copy of which will be filed as an exhibit to the Company’s next quarterly report on Form 10-Q.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Reference is made to Item 1.01 above, which is incorporated herein by reference.

Item 8.01. Other Events.

On October 9, 2019 (the “Redemption Date”), the Issuers completed the previously announced redemption of the Existing Notes at a redemption price equal to 103.375% of the aggregate principal amount of the Existing Notes so redeemed plus accrued and unpaid interest to, but not including, the Redemption Date.

On October 9, 2019, the Company issued a press release announcing the completion of the incremental term loans and the redemption of the Existing Notes. A copy of the Company’s launch press release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated October 9, 2019
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Virtu Financial, Inc.

By /s/ Justin Waldie

Name: Justin Waldie

Title: Senior Vice President, Secretary and General Counsel

Dated: October 9, 2019

Virtu Financial Completes Incremental Senior Secured First Lien Term Loan and Redemption of Senior Secured Notes

NEW YORK, Oct. 09, 2019 (GLOBE NEWSWIRE) -- Virtu Financial, Inc. (NASDAQ:VIRT) (the “Company”), a leading provider of financial services and products that leverages cutting edge technology to deliver liquidity to the global markets and provide execution services and data, analytics and connectivity products, today announced that its subsidiaries closed their previously announced incremental \$525 million senior secured first lien term loan (the “Term Loan”).

The Term Loan bears interest at the same rate as our existing term loan, currently LIBOR plus 350 basis points, and will mature on March 1, 2026, the same date as our existing term loan. The Company has also entered into a five-year \$525 million floating to fixed interest rate swap agreement that effectively fixes our interest payment obligations on the Term Loan at 4.8% through September 2024.

The proceeds of the Term Loan, together with cash on hand, were used to redeem the 6.75% senior secured second lien notes due 2022 (the “Existing Notes”) of VFH Parent LLC and Orchestra Co-Issuer, Inc. (together, the “Issuers”) at 103.375% of the principal amount of the Existing Notes, as well as accrued and unpaid interest to (but not including) the redemption date.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements. These forward-looking statements are subject to numerous uncertainties and factors relating to the Company’s operations and business environment. Any forward-looking statements in this release are based upon information available to the Company on the date of this release. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any statements expressed or implied therein will not be realized. Additional information on risk factors that could potentially affect the Company’s financial results may be found in the Company’s filings with the Securities and Exchange Commission.

About Virtu Financial, Inc.:

Virtu is a leading provider of financial services and products that leverages cutting-edge technology to deliver liquidity to the global markets and innovative, transparent trading solutions to its clients. Leveraging its global market making expertise and infrastructure, Virtu provides a robust product suite including offerings in execution, liquidity sourcing, analytics and broker-neutral, multi-dealer platforms in workflow technology. Virtu’s product offerings allow clients to trade on hundreds of venues across 50+ countries and in multiple asset classes, including global equities, ETFs, foreign exchange, futures, fixed income and myriad other commodities. In addition, Virtu’s integrated, multi-asset analytics platform provides a range of pre and post-trade services, data products and compliance tools that clients rely upon to invest, trade and manage risk across global markets.

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