

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Cifu Douglas A</u>			2. Issuer Name and Ticker or Trading Symbol <u>Virtu Financial, Inc. [VIRT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
C/O VIRTU FINANCIAL, INC. 1633 BROADWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
NEW YORK	NY		10019						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	01/24/2023		M		26,841	A	(1)	401,581	D	
Class A common stock	01/24/2023		F		8,756	D	(2)	392,825	D	
Class A common stock								392,755	I	See footnote ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(4)	01/24/2023		M		26,841		(5)	(5)	Class A common stock	\$0	84,951 ⁽⁶⁾	D	
Deferred Stock Unit	(7)							(8)	(8)	Class A common stock		182,522	D	
Non-voting common interest units of Virtu Financial LLC	(9)							(9)	(9)	Class A common stock		2,830,742	I	See footnote ⁽¹⁰⁾
Non-voting common interest units of Virtu Financial LLC	(9)							(9)	(9)	Class A common stock		819,804	I	See footnote ⁽¹¹⁾

Explanation of Responses:

- Shares of Class A common stock issued in settlement of vested restricted stock units ("RSUs") granted under the Issuer's Amended and Restated 2015 Management Incentive Plan.
- Shares of Class A common stock withheld for tax by the Issuer in relation to the settlement of vested RSUs in accordance with the Issuer's Amended and Restated 2015 Management Incentive Plan.
- By a trust, for the benefit of the Cifu Family (the "Cifu Family 2020 Trust"). Melissa B. Lautenberg, the reporting person's wife, holds dispositive control and voting control over the 392,755 shares held by the Cifu Family 2020 Trust. The reporting person may be deemed to beneficially own the shares held by the Cifu Family 2020 Trust by virtue of his relationship with Ms. Lautenberg.
- Each RSU is granted under the Issuer's Amended and Restated 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
- The RSUs vested on January 24, 2023.
- 36,168 of the RSUs vest in two equal installments on February 1, 2023 and February 1, 2024. 48,783 of the RSUs vest in three equal installments on February 3, 2023, February 3, 2024, and February 3, 2025.
- Deferred Stock Units ("DSU") credited to the reporting person under the Virtu Financial, Inc. Deferred Compensation Plan, effective November 13, 2020. Each DSU is economically equivalent to one share of Class A common stock.
- The DSUs credited under the Deferred Compensation Plan are generally payable in the form elected or provided under the Deferred Compensation Plan on the earlier of: (i) a separation from service, (ii) a specified date, or (iii) a change in control.
- Pursuant to the terms of the Exchange Agreement, effective as of April 15, 2015, by and among the Issuer, Virtu Financial LLC and the equity holders of Virtu Financial LLC (the "Exchange Agreement"), Virtu Financial Units, together with a corresponding number of shares of Class C Common Stock, may be exchanged for shares of Class A common stock of the Issuer, which have one vote 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.
- By a limited liability company, DAC Investment LLC, owned by the reporting person and the reporting person's wife.
- By a trust, for the benefit of the Cifu Family (the "Cifu Family Trust"). Melissa B. Lautenberg, the reporting person's wife, and Dr. Mitchell A. Lautenberg, Ms. Lautenberg's brother, share dispositive control and voting control over the shares held by the Cifu Family Trust. The reporting person may be deemed to beneficially own the shares held by the Cifu Family Trust by virtue of his relationship with Ms. Lautenberg.

Remarks:

/s/ Justin Waldie, as Attorney- 01/26/2023
in-Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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