

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>TJMT Holdings LLC</u> (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>900 3RD AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) | 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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Viola, Vincent J. / See Remarks</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2016</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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 | 12/20/2016 | | p ⁽¹⁾ | | 50,000 | A | \$15.833 ⁽²⁾ | 276,624 | I | See footnote ⁽³⁾ |
| Class A common stock | | | | | | | | 200,000 | D ⁽⁴⁾ | |
| Class A common stock | | | | | | | | 3,407 | D ⁽⁵⁾ | |

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) | | 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) | | | | | |

1. Name and Address of Reporting Person*
TJMT Holdings LLC
 (Last) (First) (Middle)
C/O VIRTU FINANCIAL, INC.
900 3RD AVENUE
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Viola Michael T
 (Last) (First) (Middle)
C/O VIRTU FINANCIAL, INC., 900 THIRD AVE
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Viola Teresa

| | | |
|---------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| C/O VIRTU FINANCIAL, INC. | | |
| 900 3RD AVENUE | | |
| | | |
| (Street) | | |
| NEW YORK | NY | 10022 |
| | | |
| (City) | (State) | (Zip) |

1. Name and Address of Reporting Person*

[Viola Vincent J](#)

| | | |
|------------------|---------|------------|
| (Last) | (First) | (Middle) |
| 900 THIRD AVENUE | | |
| | | |
| (Street) | | |
| NEW YORK | NY | 10022-1010 |
| | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by TJMT Holdings LLC on November 10, 2016 which provides for the purchase of up to 1,000,000 shares of Class A Common Stock. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.
- The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$15.60 to \$16.00, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, to any security holder of Virtu Financial, Inc., or to Virtu Financial, Inc., upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
- Mr. Michael Viola and Mrs. Teresa Viola each have an indirect interest in the securities acquired by TJMT Holdings LLC, a Viola family vehicle over which the reporting persons shares dispositive control and voting control. Mr. Vincent Viola has an indirect interest in the securities acquired by TJMT Holdings LLC by virtue of his spouse's dispositive and voting control over TJMT Holdings LLC.
- Directly owned by Mr. Vincent Viola.
- Directly owned by Mr. Michael Viola.

Remarks:

By virtue of relationship with Mr. Vincent Viola, a director of the Issuer, Mrs. Teresa Viola and TJMT Holdings LLC may each be deemed to be a director by deputization.

| | |
|---|-----------------------------------|
| <u>/s/ Justin Waldie, as Attorney-in-Fact for TJMT Holdings LLC</u> | <u>12/21/2016</u> |
| <u>/s/ Justin Waldie, as Attorney-in-Fact for Michael Viola</u> | <u>12/21/2016</u> |
| <u>/s/ Justin Waldie, as Attorney-in-Fact for Teresa Viola</u> | <u>12/21/2016</u> |
| <u>/s/ Justin Waldie, as Attorney-in-Fact for Vincent Viola</u> | <u>12/21/2016</u> |
| ** 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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