

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>TJMT Holdings LLC</u> (Last) (First) (Middle) C/O VIRTU FINANCIAL, INC. 1633 BROADWAY (Street) NEW YORK NY 10019 (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/17/2021		M		3,000,000	A	\$22.98	3,000,000	I	See footnote ⁽⁵⁾
Class C common stock								216,680	I	See footnote ⁽⁵⁾
Class D common stock ⁽¹⁾								60,091,740	I	See footnote ⁽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)		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					
Warrant (right to buy) ⁽²⁾	\$22.98	12/17/2021		X		3,000,000		05/22/2020	01/15/2022	Class A common stock	\$0	0	I	See footnote ⁽⁵⁾
Non-voting common interest units of Virtu Financial LLC	⁽³⁾							⁽³⁾	⁽³⁾	Class A common stock		216,680	I	See footnote ⁽⁵⁾
Non-voting common interest units of Virtu Financial LLC	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A common stock and Class B common stock		60,091,740	I	See footnote ⁽⁵⁾

1. Name and Address of Reporting Person*
TJMT Holdings LLC
 (Last) (First) (Middle)
 C/O VIRTU FINANCIAL, INC.
 1633 BROADWAY
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Viola Michael T
 (Last) (First) (Middle)
 C/O VIRTU FINANCIAL, INC.
 1633 BROADWAY

(Street)	NEW YORK	NY	10019
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Viola Teresa			
(Last)	(First)	(Middle)	
C/O VIRTU FINANCIAL, INC. 1633 BROADWAY			
(Street)	NEW YORK	NY	10019
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Viola Vincent J			
(Last)	(First)	(Middle)	
C/O VIRTU FINANCIAL, INC. 1633 BROADWAY			
(Street)	NEW YORK	NY	10019
(City)	(State)	(Zip)	

Explanation of Responses:

- 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 paired with an equal number of Virtu Financial Units.
- On December 17, 2021, TJMT Holdings LLC exercised in full its warrant to purchase 3,000,000 shares of the Issuer's Class A Common Stock (the "Class A Common Stock").
- Pursuant to the terms of the Exchange Agreement, effective as of April 15, 2015, by and among the Issuer, Virtu Financial LLC and the equityholders 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, 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.
- 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 on a one-for-one basis at the discretion of the holder.
- Mr. Michael Viola and Mrs. Teresa Viola each have an indirect interest in the securities held by TJMT, a Viola family vehicle over which each of the reporting persons share dispositive control and voting control.

Remarks:

By virtue of their relationships with Mr. Vincent Viola and Mr. Michael Viola, directors of the Issuer, Mrs. Teresa Viola and TJMT Holdings LLC may each be deemed to be a director by deputization. By virtue of his relationship with Mr. Michael Viola and Mrs. Teresa Viola, Mr. Vincent Viola is deemed to have a beneficial interest in the shares owned by TJMT Holdings LLC.

<u>/s/ Justin Waldie, as Attorney-in-Fact for TJMT Holdings LLC</u>	<u>12/20/2021</u>
<u>/s/ Justin Waldie, as Attorney-in-Fact for Michael Viola</u>	<u>12/20/2021</u>
<u>/s/ Justin Waldie, as Attorney-in-Fact for Teresa Viola</u>	<u>12/20/2021</u>
<u>/s/ Justin Waldie, as Attorney-in-Fact for Vincent Viola</u>	<u>12/20/2021</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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.