

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

1. Name and Address of Reporting Person* <u>TJMT Holdings LLC</u> (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>165 BROADWAY</u> (Street) <u>NEW YORK NY 10006</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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2019</u>	
	4. If Amendment, Date of 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		

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 D common stock ⁽¹⁾⁽²⁾	05/17/2019		D		9,000,000	D	(3)	60,091,740	I	See footnote ⁽⁴⁾	

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	Title	Amount or Number of Shares				
Non-voting common interest units of Virtu Financial LLC	(2)	05/17/2019		D		9,000,000	(2)	(2)		Class B common stock and Class A common stock	9,000,000	(2)(3)	60,091,740	I	See footnote ⁽⁴⁾

1. Name and Address of Reporting Person* <u>TJMT Holdings LLC</u> (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>165 BROADWAY</u> (Street) <u>NEW YORK NY 10006</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Viola Michael T</u> (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>165 BROADWAY</u> (Street) <u>NEW YORK NY 10006</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Viola Teresa</u> (Last) (First) (Middle)

C/O VIRTU FINANCIAL, INC.
165 BROADWAY

(Street)
NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Viola Vincent J

(Last) (First) (Middle)

C/O VIRTU FINANCIAL, INC.
165 BROADWAY

(Street)
NEW YORK NY 10006

(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 non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units").
- 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 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.
- The Issuer sold 9,000,000 shares of Class A common stock of the Issuer ("Class A Common Stock") in a public offering and used the net proceeds to purchase an equal number of Virtu Financial Units and corresponding shares of Class D Common Stock from TJMT Holdings LLC ("TJMT"). The purchase price per Virtu Financial Unit and share of Class D Common Stock was \$22.00, the same price per share received by the Issuer from the underwriters in the public offering.
- 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.

/s/ Justin Waldie, as Attorney-
in-Fact for TJMT Holdings LLC 05/21/2019

/s/ Justin Waldie, as Attorney-
in-Fact for Michael Viola 05/21/2019

/s/ Justin Waldie, as Attorney-
in-Fact for Teresa Viola 05/21/2019

/s/ Justin Waldie, as Attorney-
In-Fact for Vincent Viola 05/21/2019

** 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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