

OMB APPROVAL	
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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) <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>05/21/2020</u>	
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 C common stock	05/22/2020		P		216,680	A	(1)	216,680	I	See footnote ⁽⁷⁾
Class D common stock ⁽²⁾								60,091,740	I	See footnote ⁽⁷⁾

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
Warrant ⁽³⁾	\$22.98 ⁽⁴⁾	05/21/2020 ⁽⁴⁾		A		3,000,000		05/22/2020	01/15/2022	Class A common stock	3,000,000	(4)	3,000,000	I	See footnote ⁽⁷⁾
Non-voting common interest units of Virtu Financial LLC	(1) ⁽⁵⁾	05/22/2020		P		216,680		(5)	(5)	Class A common stock	216,680	(5)	216,680	I	See footnote ⁽⁷⁾
Non-voting common interest units of Virtu Financial LLC	(6)							(6)	(6)	Class A common stock and Class B common stock	60,091,740		60,091,740	I	See footnote ⁽⁷⁾

1. Name and Address of Reporting Person*
TJMT Holdings LLC

 (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 Michael T

 (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 Teresa		
(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:

- TJMT Holdings LLC acquired 216,680 non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") and an equal number of shares of Class C common stock of the Issuer ("Class C Common Stock") for a per share purchase price of \$26.00.
- 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 March 20, 2020, an indirect subsidiary of the Issuer entered into a Loan Agreement (the "Loan Agreement") with TJMT Holdings LLC (the "Lender") providing for unsecured term loans from time to time (the "Loans") in an aggregate original principal amount not to exceed \$300 million. Upon the execution of and in consideration for the Lender's commitments under the Loan Agreement, TJMT Holdings LLC received a warrant (the "Warrant") to purchase shares of Class A Common Stock. Pursuant to the Warrant, the Lender may purchase up to 3,000,000 shares of Class A common stock, which number of shares will be increased to 10,000,000 if, at any time during the term of the Loan Agreement, Loans equal to or greater than \$100 million remain outstanding for a certain period of time specified in the Warrant.
- The exercise price per share of the Class A Common Stock issuable pursuant to the Warrant is equal to the average of the volume weighted average prices of the Class A Common Stock for the ten (10) trading days following the date on which the Issuer publicly announced its earnings results for the first quarter of 2020, which was May 7, 2020.
- 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, 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.
- 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](#) 05/22/2020

[/s/ Justin Waldie, as Attorney-in-Fact for Michael Viola](#) 05/22/2020

[/s/ Justin Waldie, as Attorney-in-Fact for Teresa Viola](#) 05/22/2020

[/s/ Justin Waldie, as Attorney-in-Fact for Vincent Viola](#) 05/22/2020

** 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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