

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>Virtu Employee Holdco LLC</u> (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>300 VESEY STREET</u> (Street) <u>NEW YORK NY 10282</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>09/11/2017</u> | |
| | | 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 C Common Stock | 09/11/2017 | | D | | 21,298 | D | (1) | 12,282,941 | D | |
| Class C Common Stock | 09/11/2017 | | D | | 42,595 | D | (2) | 12,240,346 | D | |
| Class C Common Stock | 11/02/2017 | | D | | 133,656 | D | (2) | 12,106,690 | D | |
| Class C Common Stock | 11/16/2017 | | D | | 209,448 | D | (3) | 11,897,242 | D | |
| Class C Common Stock | 12/12/2017 | | D | | 120,880 | D | (2) | 11,776,362 | D | |
| Class C Common Stock | 02/18/2018 | | D | | 372,260 | D | (3) | 11,404,102 | D | |
| Class C Common Stock | 02/28/2018 | | D | | 375,000 | D | (3) | 11,029,102 | D | |

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 | (4) | 09/11/2017 | | D | | | 21,298 | (4) | (4) | Class A Common Stock | 21,298 | (1) | 12,282,941 | D | |
| Non-voting common interest units of Virtu Financial LLC | (5) | 09/11/2017 | | D | | | 42,595 | (5) | (5) | Class A Common Stock | 42,595 | (5) | 12,240,346 | D | |
| Non-voting common interest units of Virtu Financial LLC | (4) | 11/02/2017 | | D | | | 133,656 | (4) | (4) | Class A Common Stock | 133,656 | (4) | 12,106,690 | D | |
| Non-voting common interest units of Virtu Financial LLC | (4) | 11/16/2017 | | D | | | 209,448 | (4) | (4) | Class A Common Stock | 209,448 | (4) | 11,897,242 | D | |

**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 | (5) | 12/12/2017 | | D | | | 120,880 | (5) | (5) | Class A Common Stock | 120,880 | (5) | 11,776,362 | D | |
| Non-voting common interest units of Virtu Financial LLC | (4) | 02/18/2018 | | D | | | 372,260 | (4) | (4) | Class A Common Stock | 372,260 | (4) | 11,404,102 | D | |
| Non-voting common interest units of Virtu Financial LLC | (4) | 02/18/2018 | | D | | | 375,000 | (4) | (4) | Class A Common Stock | 375,000 | (4) | 11,029,102 | D | |

Explanation of Responses:

- Virtu Financial Units and shares of Class C Common Stock were subject to time-based vesting tied to the continued employment of the employees for whom the relevant Virtu Financial Units are held, and were forfeited, in the case of Virtu Financial Units, or cancelled, in the case of the Class C Common Stock, upon the termination of employment of the applicable employee.
- Virtu Financial LLC repurchased Virtu Financial Units held by the reporting person on behalf of one or more former employees, and the corresponding shares of Class C Common Stock were repurchased for nominal consideration.
- Virtu Financial Units and corresponding shares of Class C Common Stock were distributed to electing employees and then exchanged for the same number of shares of Class A Common Stock in accordance with the terms of the Exchange Agreement (as defined in Footnote 3).
- 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 Virtu Financial LLC's operating agreement, Virtu Financial LLC may repurchase Virtu Financial units held by the reporting person on behalf of an employee upon the employees departure from the Company.

/s/ Justin Waldie

04/13/2018

** 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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