

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Fairclough Brett</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">COO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/27/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	01/23/2020		M		3,033	A	(1)	21,419	D	
Class A common stock	01/23/2020		F		1,160	D	(2)	20,259	D	
Class A common stock	01/23/2020		M		2,853	A	(1)	23,112	D	
Class A common stock	01/23/2020		F		1,090	D	(2)	22,022	D	
Class A common stock	01/24/2020		A		23,620	A	(3)	45,642	D	
Class A common stock	01/24/2020		F		9,738	D	(4)	35,904	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						Amount or Number of Shares
Restricted Stock Unit	(5)	01/23/2020		M			3,033	(6)	(6)	Class A common stock	3,033	\$0	11,590	D	
Restricted Stock Unit	(5)	01/23/2020		M			2,853	(7)	(7)	Class A common stock	2,853	\$0	8,737	D	
Restricted Stock Unit	(5)	01/24/2020		A			35,430 ⁽¹³⁾	(8)	(8)	Class A common stock	35,430	\$0	44,167	D	
Non-voting common interest units of Virtu Financial LLC	(9)							(9)	(9)	Class A common stock	10,930		10,930	I	See footnote ⁽¹⁰⁾
Option Award ⁽¹¹⁾	\$19 ⁽¹²⁾							(12)	(12)	Class A common stock	75,000		75,000	D	

Explanation of Responses:

- Shares of Class A common stock issued in settlement of vested restricted stock units ("RSUs") granted under the Issuer's Amended and Restated 2015 Incentive Plan.
- Shares of Class A common stock withheld by the Issuer in relation to the settlement of vested RSUs in accordance with the Issuer's 2015 Amended and Restated Incentive Plan.
- Shares of Class A common stock granted under the Issuer's Amended and Restated 2015 Management Incentive Plan based on the volume weighted average price of the Issuer's Class A common stock on the three trading days preceding the grant date of 15.6477.
- Shares of Class A common stock withheld by the Issuer in accordance with the Issuer's Amended and Restated 2015 Management Incentive Plan.
- Each RSU is granted under the Issuer's Amended and Restated 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
- The RSUs vest in three equal installments on January 23, 2019, January 23, 2020 and January 23, 2021.
- The RSUs vest in three equal installments on January 23, 2020, January 23, 2021 and January 23, 2022.
- The RSUs vest in three equal installments on January 24, 2021, January 24, 2022 and January 24, 2023.
- 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 of the Issuer, 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.
- By Virtu Employee Holdco LLC, a holding vehicle through which employees and directors of the Issuer hold vested and unvested Virtu Financial Units and shares of Class C Common Stock. The reporting person

disclaims beneficial ownership in such Virtu Financial Units and shares held by Virtu Employee Holdco LLC except to the extent of his pecuniary interest therein.

11. Each Option Award was granted under the Issuer's 2015 Management Incentive Plan and represents a contingent right to receive one share of a Class A common stock of the Issuer.

12. Options Awards vested in equal installments on each of the first four (4) anniversaries of April 15, 2015.

13. The filing of this Form 4A confirms the correct amount of RSUs granted under the Issuer's Amended and Restated 2015 Management Incentive Plan.

/s/ Justin Waldie, as Attorney-
in-Fact

01/31/2020

** 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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