

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Virtu Employee Holdco LLC</u>  (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>900 THIRD AVENUE</u>  (Street) <u>NEW YORK NY 10022</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 <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/12/2015</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 C Common Stock <sup>(1)(2)</sup>	10/12/2015		D		57,106	D	(3)	14,801,620	D	
Class C Common Stock <sup>(1)(2)</sup>	01/05/2016		D		16,960	D	(4)	14,784,660	D	
Class C Common Stock <sup>(1)(2)</sup>	01/29/2016		D		24,150	D	(4)	14,760,510	D	
Class C Common Stock <sup>(1)(2)</sup>	02/26/2016		D		8,480	D	(4)	14,752,030	D	
Class C Common Stock <sup>(1)(2)</sup>	03/18/2016		D		4,153	D	(3)	14,747,877	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
Non-voting common interest units of Virtu Financial LLC	(5)	10/12/2015		D			57,106	(5)	(5)	Class A Common Stock	57,106	\$23.95	14,801,620	D	
Non-voting common interest units of Virtu Financial LLC	(5)	01/05/2016		D			16,960	(5)	(5)	Class A Common Stock	16,960	(4)	14,784,660	D	
Non-voting common interest units of Virtu Financial LLC	(5)	01/29/2016		D			24,150	(5)	(5)	Class A Common Stock	24,150	(4)	14,760,510	D	
Non-voting common interest units of Virtu Financial LLC	(5)	02/26/2016		D			8,480	(5)	(5)	Class A Common Stock	8,480	(4)	14,752,030	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 <sup>(4)</sup>	(5)	03/18/2016		D			4,153	(5)	(5)	Class A Common Stock	4,153	\$23.49	14,747,877	D	

**Explanation of Responses:**

- Shares of Class C common stock of the Issuer ("Class C Common Stock") have one vote per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") held.
- All of the Virtu Financial Units and shares of Class C Common Stock are held by the reporting person for the benefit of certain directors, employees and former employees of the Issuer and its consolidated subsidiaries. 927,501 Virtu Financial Units held by the reporting person are subject to the time-based vesting tied to the continued employment of the employees for whom the relevant Virtu Financial Units are held. The reporting person disclaims beneficial ownership over the Virtu Financial Units and shares of Class C Common Stock to the extent that it does not have any pecuniary interest therein.
- Shares of Class C Common Stock were repurchased for nominal consideration in connection with the repurchase of Virtu Financial Units held by the reporting person on behalf of a former employee.
- 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.
- 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.

**Remarks:**

By virtue of its relationship with Mr. Vincent Viola, who is the managing member of the reporting person and a director of the Issuer, the reporting person may be deemed to be director by deputization.

/s/ Justin Waldie

06/03/2016

\*\* 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.