Cavoli Stephen Form 4 August 31, 2018

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average

SECURITIES

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cavoli Stephen			2. Issuer Name and Ticker or Trading Symbol Virtu Financial, Inc. [VIRT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
300 VESEY STREET			(Month/Day/Year) 08/24/2018	Director 10% OwnerX Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10282			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecurities A	acquired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Pri	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	08/24/2018		M	23,441	A (1)	58,147	D	
Class A Common Stock	08/24/2018		F	7,963	D (2)	50,184	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	orDeri Secu Acqı or D (D)	urities uired (A) isposed of ex. 3, 4,	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(3)	08/24/2018		M		23,441	<u>(4)</u>	<u>(4)</u>	Class A common stock	23,441	
Restricted Stock Unit	(3)						<u>(5)</u>	<u>(5)</u>	Class A common stock	3,750	

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Cavoli Stephen							
300 VESEY STREET			EVP				
NEW YORK, NY 10282							

Signatures

/s/ Justin Waldie, as Attorney-in-Fact 08/31/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 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 based on the closing price of the Issuer's Class A common stock on August 23, 2018.
- (2) 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 based on the closing price of the Issuer's Class A common stock on August 23, 2018.
- (3) Each RSU is granted under the Issuer's 2015 Amended and Restated Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
- (4) The RSUs vest in two equal installments on August 24, 2018 and August 24, 2019.
- (5) The RSUs vest in two equal installments on December 31, 2018 and December 31, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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