

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

| OMB APPROVAL | |
|--------------------------|-----------|
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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>Cifu Douglas A</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> |
| | 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> | |

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 | | 16,058 | A | (1) | 121,058 ⁽²⁾ | D | |
| Class A common stock | 01/23/2020 | | M | | 18,015 | A | (1) | 139,073 | D | |
| Class A common stock | 01/24/2020 | | A | | 53,682 | A | (3) | 192,755 | 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 | | | | |
| Restricted Stock Unit | (4) | 01/23/2020 | | M | | | 16,058 | (5) | (5) | Class A common stock | 16,058 | \$0 | 70,103 | D | |
| Restricted Stock Unit | (4) | 01/23/2020 | | M | | | 18,015 | (6) | (6) | Class A common stock | 18,015 | \$0 | 52,088 | D | |
| Restricted Stock Unit | (4) | 01/24/2020 | | A | | | 80,523 ⁽¹²⁾ | (7) | (7) | Class A common stock | 80,523 | \$0 | 132,611 | D | |
| Non-voting common interest units of Virtu Financial LLC | (8) | | | | | | | (8) | (8) | Class A common stock | 2,830,742 | | 2,830,742 | D | |
| Non-voting common interest units of Virtu Financial LLC | (8) | | | | | | | (8) | (8) | Class A common Stock | 819,804 | | 819,804 | I | See footnote ⁽⁹⁾ |
| Option Award ⁽¹⁰⁾ | \$19 ⁽¹¹⁾ | | | | | | | (11) | (11) | Class A common stock | 100,000 | | 100,000 | 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 Management Incentive Plan.
- Amount does not reflect shares of Class A common stock associated with performance awards unless and until earned.
- 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.
- 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 a trust, for the benefit of the Cifu Family (the "Cifu Family Trust"). Melissa B. Lautenberg, the reporting person's wife, and Dr. Mitchel A. Lautenberg, Ms. Lautenberg's brother, share dispositive control and voting control over the shares held by the Cifu Family Trust. The reporting person may be deemed to beneficially own the shares held by the Cifu Family Trust by virtue of his relationship with Ms. Lautenberg.
- 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.
- Options Awards vested in equal installments on each of the first four (4) anniversaries of April 15, 2015.

12. 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.

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.