

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): **September 9, 2019**

VIRTU FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-37352
(Commission File No.)

32-0420206
(IRS Employer
Identification No.)

**One Liberty Plaza
New York, NY 10006**
(Address of principal executive offices)

(212) 418-0100
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered:</u>
Class A common stock, par value \$0.00001 per share	VIRT	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 8.01. Other Events.

On September 9, 2019, Virtu Financial, Inc. (the “Company”) announced that certain of its subsidiaries commenced marketing of a \$525.0 million senior secured first lien term loan.

On September 9, 2019, the Company’s subsidiaries, VFH Parent LLC and Orchestra Co-Issuer, Inc. (together, the “Issuers”), delivered a Conditional Notice of Redemption (the “Redemption Notice”) with respect to the Issuers’ 6.750% Senior Secured Second Lien Notes due 2022 (the “Existing Notes”). The Redemption Notice provides for the redemption by the Issuers of all outstanding Existing Notes on October 9, 2019, at a redemption price (the “Redemption Price”) equal to 103.375% of the aggregate principal amount of the Existing Notes so redeemed plus accrued and unpaid interest to, but not including, the Redemption Date (the “Redemption”).

The Redemption remains subject to, among other things, the Issuers or their affiliates consummating a debt financing transaction in an amount of at least \$525.0 million (the “Debt Financing”) and the Issuers having received funds in connection with the Debt Financing, together with cash on hand, sufficient to redeem the Existing Notes (the “Financing Condition”). In the Issuers’ discretion, the Redemption Date may be delayed until such time as the Financing Condition shall be satisfied. In the Issuers’ discretion, if the Financing Condition is not satisfied on or prior to the Redemption Date (or by the Redemption Date as so delayed), the Redemption Notice may be rescinded by the Issuers and shall be of no effect. The Financing Condition is subject to market and other conditions, and may not occur as described or at all. As a result, there can be no assurance that the Redemption will occur on October 9, 2019 or at all.

Forward-Looking Statements

This Current Report on Form 8-K and the exhibits hereto contain forward-looking statements. These forward-looking statements are subject to numerous uncertainties and factors relating to the Company’s operations and business environment, as well as uncertainties relating to the consummation and timing of the Offering and the Redemption. Any forward-looking statements in this release are based upon information available to the Company on the date of this release. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any statements expressed or implied therein will not be realized. Additional information on risk factors that could potentially affect the Company’s financial results may be found in the Company’s filings with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated September 9, 2019
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Virtu Financial, Inc.

By /s/ Justin Waldie

Name: Justin Waldie

Title: Senior Vice President, Secretary and General Counsel

Dated: September 9, 2019

**VIRTU FINANCIAL, INC. COMMENCES MARKETING OF
SENIOR SECURED FIRST LIEN TERM LOAN TO REDEEM SENIOR SECURED SECOND NOTES DUE 2022**

NEW YORK, NY, September 9, 2019 — Virtu Financial, Inc. (NASDAQ: VIRT) (the “Company”) a leading provider of financial services and products that leverages cutting edge technology to deliver liquidity to the global markets and provide execution services and data, analytics and connectivity products, today announced that its subsidiaries commenced marketing of a \$525.0 million senior secured first lien term loan (the “Term Loan”) due in 2026. The proceeds of the Term Loan will be used to redeem the senior secured second lien notes due 2022 (the “Existing Notes”) of VFH Parent LLC and Orchestra Co-Issuer, Inc. (together, the “Issuers”).

The Issuers also delivered a Conditional Notice of Redemption to holders of their outstanding Existing Notes, which provides for the redemption (the “Redemption”) by the Issuers of all outstanding Existing Notes on October 9, 2019, subject to, among other things, the Issuers or their affiliates consummating a debt financing transaction in an amount of at least \$525.0 million (the “Debt Financing”) and the Issuers having received funds in connection with the Debt Financing, together with cash on hand, sufficient to repurchase the Existing Notes. The redemption price will be 103.375% of the principal amount of the Existing Notes and accrued and unpaid interest to the redemption date.

The Term Loan will be a senior secured first lien term loan incurred as an incremental term facility under our existing credit agreement and will be guaranteed by Virtu Financial LLC, a Delaware limited liability company, subsidiary of the Company, and certain of its subsidiaries.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements. These forward-looking statements are subject to numerous uncertainties and factors relating to the Company’s operations and business environment, as well as uncertainties relating to the Term Loan. Any forward-looking statements in this release are based upon information available to the Company on the date of this release. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any statements expressed or implied therein will not be realized. Additional information on risk factors that could potentially affect the Company’s financial results may be found in the Company’s filings with the Securities and Exchange Commission.

About Virtu Financial, Inc.:

Virtu is a leading provider of financial services and products that leverages cutting-edge technology to deliver liquidity to the global markets and innovative, transparent trading solutions to its clients. Leveraging its global market making expertise and infrastructure, Virtu provides a robust product suite including offerings in execution, liquidity sourcing, analytics and broker-neutral, multi-dealer platforms in workflow technology. Virtu’s product offerings allow clients to trade on hundreds of venues across 50+ countries and in multiple asset classes, including global equities, ETFs, foreign exchange, futures, fixed income and myriad other commodities. In addition, Virtu’s integrated, multi-asset analytics platform provides a range of pre and post-trade services, data products and compliance tools that clients rely upon to invest, trade and manage risk across global markets.

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