

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>TJMT Holdings LLC</u> (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>300 VESEY STREET</u> (Street) <u>NEW YORK NY 10282</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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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 A common stock	05/15/2018		S ⁽¹⁾		1,000,000	D	\$27.16	0	I	See footnote ⁽²⁾
Class D common stock ⁽³⁾⁽⁴⁾	05/15/2018		D		10,518,750	D	⁽⁵⁾	69,091,740	I	See footnote ⁽²⁾
Class A common stock	05/15/2018		M		2,081,250	A	\$19	2,281,250	D ⁽⁶⁾	
Class A common stock	05/15/2018		S ⁽¹⁾		2,281,250	D	\$27.16	0	D ⁽⁶⁾	
Class A common stock								8,097	D ⁽⁷⁾	

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	⁽⁴⁾	05/15/2018		D		10,518,750		⁽⁴⁾	⁽⁴⁾	Class B common stock and Class A common stock	10,518,750	⁽⁴⁾⁽⁵⁾	69,091,740	I	See footnote ⁽²⁾
Option Award ⁽⁸⁾	\$19	05/15/2018		M		2,081,250		⁽⁹⁾	⁽⁹⁾	Class A common stock	2,081,250	\$0	693,750	D ⁽⁶⁾	

1. Name and Address of Reporting Person*
TJMT Holdings LLC

 (Last) (First) (Middle)
C/O VIRTU FINANCIAL, INC.
300 VESEY STREET

 (Street)
NEW YORK NY 10282

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Viola Michael T

 (Last) (First) (Middle)
C/O VIRTU FINANCIAL, INC.
300 VESEY STREET

 (Street)

NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Viola Teresa		
(Last)	(First)	(Middle)
C/O VIRTU FINANCIAL, INC.		
300 VESEY STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Viola Vincent J		
(Last)	(First)	(Middle)
C/O VIRTU FINANCIAL, INC.		
300 VESEY STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

Explanation of Responses:

- This sale was made as part of a public offering (the "Public Offering") of an aggregate of 17,250,000 of Class A common stock of the Issuer ("Class A Common Stock") by the Issuer and certain selling stockholders, including Mr. Vincent Viola and TJMT Holdings LLC ("TJMT").
- Mr. Michael Viola and Mrs. Teresa Viola each have an indirect interest in the securities held by TJMT, a Viola family vehicle over which the reporting persons share dispositive control and voting control. Mr. Vincent Viola has an indirect interest in the securities held by TJMT by virtue of his spouse's dispositive and voting control over TJMT.
- Shares of Class D common stock of the Issuer ("Class D Common Stock") have 10 votes per share but no economic rights (including rights to dividends and distributions upon liquidation) and are paired with an equal number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units").
- 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 D Common Stock, may be exchanged for shares of Class B common stock of the Issuer ("Class B Common Stock"), which have 10 votes 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. Pursuant to the terms of the Issuer's Certificate of Incorporation, the shares of Class B Common Stock may be converted into shares of Class A Common Stock on a one-for-one basis at the discretion of the holder.
- As part of the Public Offering, the Issuer sold 10,518,750 shares of Class A Common Stock and used the net proceeds to purchase an equal number of Virtu Financial Units and corresponding shares of Class D Common Stock from TJMT. The purchase price per Virtu Financial Unit and share of Class D Common Stock was \$28.00 with TJMT being responsible for the underwriting discount per share paid by the Issuer to the underwriters in the Public Offering with respect to 10,518,750 shares of Class A Common Stock sold by the Issuer (or a net price of \$27.16).
- Directly owned by Mr. Vincent Viola.
- Directly owned by Mr. Michael Viola.
- Each Option Award was granted under the Issuer's 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A Common Stock.
- Options Awards vest in equal installments on each of the first four (4) anniversaries of April 15, 2015. Any fractional Option Award resulting from the application of the vesting schedule under the 2015 Management Incentive Plan will be aggregated and the Option Awards resulting from such aggregation shall vest on April 15, 2019.

Remarks:

By virtue of relationship with Mr. Vincent Viola, a director of the Issuer, Mrs. Teresa Viola and TJMT Holdings LLC may each be deemed to be a director by deputization.

[/s/ Justin Waldie, as Attorney-in-Fact for TJMT Holdings LLC](#) 05/16/2018

[/s/ Justin Waldie, as Attorney-in-Fact for Michael Viola](#) 05/16/2018

[/s/ Justin Waldie, as Attorney-in-Fact for Teresa Viola](#) 05/16/2018

[/s/ Justin Waldie, as Attorney-In-Fact for Vincent Viola](#) 05/16/2018

** 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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