

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Galvin Sean</u>  (Last) (First) (Middle) <u>C/O VIRTU FINANCIAL, INC.</u> <u>1633 BROADWAY</u>  (Street) <u>NEW YORK NY 10019</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/02/2024		A		5,302	A	(1)	35,075	D	
Class A common stock	02/02/2024		F		1,912	D	(2)	33,163	D	
Class A common stock	02/03/2024		M		2,342	A	(3)	35,505	D	
Class A common stock	02/03/2024		F		845	D	(2)	34,660	D	
Class A common stock	02/03/2024		M		15,000	A	(3)	49,660	D	
Class A common stock	02/03/2024		F		5,408	D	(2)	44,252	D	
Class A common stock	02/03/2024		M		3,296	A	(3)	47,548	D	
Class A common stock	02/03/2024		F		1,189	D	(2)	46,359	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
Restricted Stock Unit	(4)	02/02/2024		A		7,952		(5)	(5)	Class A common stock	7,952	\$0	52,523	D	
Restricted Stock Unit	(4)	02/03/2024		M			2,342	(6)	(6)	Class A common stock	2,342	\$0	50,181	D	
Restricted Stock Unit	(4)	02/03/2024		M		15,000		(6)	(6)	Class A common stock	15,000	\$0	35,181	D	
Restricted Stock Unit	(4)	02/03/2024		M		3,296		(6)	(6)	Class A common stock	3,296	\$0	31,885	D	

**Explanation of Responses:**

- 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 \$16.9755.
- Shares of Class A common stock withheld for tax by the Issuer in accordance with the Issuer's Amended and Restated 2015 Management Incentive Plan.
- 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.
- Each restricted stock unit ("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 equal installments on February 2, 2025, February 2, 2026, and February 2, 2027.
- The RSUs vested on February 3, 2024.

**Remarks:**

/s/ Justin Waldie, as Attorney-in-Fact

02/06/2024

\*\* 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.**