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**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): **November 3, 2022**

**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.)

**1633 Broadway  
New York, NY 10019**  
(Address of principal executive offices)

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

(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))

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.

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

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

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**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On November 3, 2022, Virtu Financial, Inc. (the “Company”) issued a press release setting forth its financial results for its quarter ended September 30, 2022. A copy of the Company’s press release is attached as Exhibit 99.1 to this report. The Company does not intend for this Item 2.02 or Exhibit 99.1 to be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or to be incorporated by reference into filings under the Securities Act of 1933, as amended.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press release of Virtu Financial, Inc., dated November 3, 2022 and furnished pursuant to Item 2.02, “Results of Operations and Financial Condition.”</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u><a href="#">Press release of Virtu Financial, Inc., dated November 3, 2022 and furnished pursuant to Item 2.02, "Results of Operations and Financial Condition."</a></u>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: November 3, 2022



### Virtu Announces Third Quarter 2022 Results

NEW YORK, NY, November 3, 2022 - Virtu Financial, Inc. (NASDAQ: VIRT), a leading provider of financial services and products that leverages cutting edge technology to deliver innovative, transparent trading solutions to its clients and liquidity to the global markets, today reported results for the third quarter ended September 30, 2022.

#### *Third Quarter 2022:*

- Net income of \$79.9 million; Normalized Adjusted Net Income<sup>1</sup> of \$106.8 million
- Basic and diluted earnings per share of \$0.38 and \$0.37, respectively; Normalized Adjusted EPS<sup>1</sup> of \$0.61
- Total revenues of \$561.0 million; Trading income, net, of \$397.4 million; Adjusted Net Trading Income<sup>1</sup> of \$331.1 million
- Adjusted EBITDA<sup>1</sup> of \$180.6 million; Adjusted EBITDA Margin<sup>1</sup> of 54.6%
- Share buybacks of \$80.6 million, or 3.4 million shares, under the Share Repurchase Program<sup>2</sup>

The Virtu Financial, Inc. Board of Directors declared a quarterly cash dividend of \$0.24 per share. This dividend is payable on December 15, 2022 to shareholders of record as of December 1, 2022.

Note 1: Non-GAAP financial measures. Please see "Non-GAAP Financial Measures and Other Items" for more information.

Note 2: Shares repurchased calculated on a settlement date basis.



## Financial Results

### *Third Quarter 2022:*

Total revenues increased 3.1% to \$561.0 million for this quarter, compared to \$544.3 million for the same period in 2021. Trading income, net, increased to \$397.4 million for the quarter compared to \$394.3 million for the same period in 2021. Other, net, decreased to \$(1.0) million for this quarter, compared to \$4.5 million, for the same period in 2021. Net income totaled \$79.9 million for this quarter, compared to net income of \$123.1 million in the prior year quarter.

Basic earnings per share for this quarter were \$0.38, compared to a basic earnings per share of \$0.59 for the same period in 2021. Diluted earnings per share this quarter were \$0.37, compared to a diluted earnings per share of \$0.59 for the same period in 2021.

Adjusted Net Trading Income decreased 6.6% to \$331.1 million for this quarter, compared to \$354.4 million for the same period in 2021. Adjusted EBITDA decreased 14.3% to \$180.6 million for this quarter, compared to \$210.7 million for the same period in 2021.

Normalized Adjusted Net Income, removing one-time and non-cash items, decreased 19.2% to \$106.8 million for this quarter, compared to \$132.2 million for the same period in 2021.

Assuming all non-controlling interests had been exchanged for common stock, and the Company's Normalized Adjusted Net Income before income taxes was subject to corporation taxes, Normalized Adjusted EPS was \$0.61 for this quarter, compared to \$0.70 for the same period in 2021.

## Operating Segment Information

The Company has two operating segments: Market Making and Execution Services; and one non-operating segment: Corporate.

Market Making principally consists of market making in the cash, futures and options markets across global equities, fixed income, currencies and commodities. As a market maker, the Company commits capital on a principal basis by offering to buy securities from, or sell securities to, broker dealers, banks and institutions.

Execution Services comprises agency-based trading and trading venues, offering execution services in global equities, options, futures and fixed income on behalf of institutions, banks and broker dealers. The Company also provides proprietary technology and infrastructure, workflow technology, and trading analytics services to select third parties. The segment also includes the results of the Company's capital markets business, in which the Company acts as an agent for issuers in connection with at-the-market offerings and buyback programs.

Corporate contains the Company's investments, principally in strategic trading-related opportunities, and maintains corporate overhead expenses.



The following tables show the trading income, net, total revenues and Adjusted Net Trading Income by segment for the three and nine months ended September 30, 2022 and 2021.

*Total revenues by segment  
(in thousands, unaudited)*

	Three Months Ended September 30, 2022				Three Months Ended September 30, 2021			
	Market Making	Execution Services	Corporate	Total	Market Making	Execution Services	Corporate	Total
Trading income, net	\$ 392,496	\$ 4,887	\$ —	\$ 397,383	\$ 389,422	\$ 4,843	\$ —	\$ 394,265
Commissions, net and technology services	10,687	110,299	—	120,986	8,894	127,029	—	135,923
Interest and dividends income	43,446	185	—	43,631	9,704	—	—	9,704
Other, net	1,257	4,228	(6,441)	(956)	1,270	677	2,505	4,452
<b>Total Revenues</b>	<b>\$ 447,886</b>	<b>\$ 119,599</b>	<b>\$ (6,441)</b>	<b>\$ 561,044</b>	<b>\$ 409,290</b>	<b>\$ 132,549</b>	<b>\$ 2,505</b>	<b>\$ 544,344</b>

	Nine Months Ended September 30, 2022				Nine Months Ended September 30, 2021			
	Market Making	Execution Services	Corporate	Total	Market Making	Execution Services	Corporate	Total
Trading income, net	\$ 1,299,117	\$ 16,501	\$ —	\$ 1,315,618	\$ 1,571,347	\$ 20,493	\$ —	\$ 1,591,840
Commissions, net and technology services	30,881	381,100	—	411,981	32,111	438,576	—	470,687
Interest and dividends income	95,221	214	—	95,435	26,174	72	—	26,246
Other, net	1,825	4,525	37,660	44,010	5,923	777	10,408	17,108
<b>Total Revenues</b>	<b>\$ 1,427,044</b>	<b>\$ 402,340</b>	<b>\$ 37,660</b>	<b>\$ 1,867,044</b>	<b>\$ 1,635,555</b>	<b>\$ 459,918</b>	<b>\$ 10,408</b>	<b>\$ 2,105,881</b>

*Reconciliation of trading income, net to Adjusted Net Trading Income by operating segment  
(in thousands, unaudited)*

	Three Months Ended September 30, 2022				Three Months Ended September 30, 2021			
	Market Making	Execution Services	Corporate	Total	Market Making	Execution Services	Corporate	Total
Trading income, net	\$ 392,496	\$ 4,887	\$ —	\$ 397,383	\$ 389,422	\$ 4,843	\$ —	\$ 394,265
Commissions, net and technology services	10,687	110,299	—	120,986	8,894	127,029	—	135,923
Interest and dividends income	43,446	185	—	43,631	9,704	—	—	9,704
Brokerage, exchange, clearance fees and payments for order flow, net	(147,346)	(21,523)	—	(168,869)	(134,849)	(24,013)	—	(158,862)
Interest and dividends expense	(61,019)	(970)	—	(61,989)	(24,469)	(2,117)	—	(26,586)
<b>Adjusted Net Trading Income</b>	<b>\$ 238,264</b>	<b>\$ 92,878</b>	<b>\$ —</b>	<b>\$ 331,142</b>	<b>\$ 248,702</b>	<b>\$ 105,742</b>	<b>\$ —</b>	<b>\$ 354,444</b>

	Nine Months Ended September 30, 2022				Nine Months Ended September 30, 2021			
	Market Making	Execution Services	Corporate	Total	Market Making	Execution Services	Corporate	Total
Trading income, net	\$ 1,299,117	\$ 16,501	\$ —	\$ 1,315,618	\$ 1,571,347	\$ 20,493	\$ —	\$ 1,591,840
Commissions, net and technology services	30,881	381,100	—	411,981	32,111	438,576	—	470,687
Interest and dividends income	95,221	214	—	95,435	26,174	72	—	26,246
Brokerage, exchange, clearance fees and payments for order flow, net	(401,982)	(74,253)	—	(476,235)	(502,828)	(86,057)	—	(588,885)
Interest and dividends expense	(149,401)	(3,842)	—	(153,243)	(70,905)	(4,680)	—	(75,585)
<b>Adjusted Net Trading Income</b>	<b>\$ 873,836</b>	<b>\$ 319,720</b>	<b>\$ —</b>	<b>\$ 1,193,556</b>	<b>\$ 1,055,899</b>	<b>\$ 368,404</b>	<b>\$ —</b>	<b>\$ 1,424,303</b>



### **Financial Condition**

As of September 30, 2022, Virtu had \$890.4 million in cash, cash equivalents and restricted cash, and total long-term debt outstanding in an aggregate principal amount of \$1,824.2 million.

### **Share Repurchase Program**

Since inception of the program in November 2020 through settlement date October 28, 2022, the Company repurchased approximately 31.1 million shares of Class A Common Stock and Virtu Financial Units for approximately \$871.7 million. The Company has approximately \$348.3 million remaining capacity for future purchases of shares of Class A Common Stock and Virtu Financial Units under the program.

### **Earnings Conference Call Information**

Virtu Financial will host a conference call to review its third quarter 2022 financial performance today, November 3th, at 7:30 a.m. ET. Members of the public may listen to the conference call through an audio webcast through the Investor Relations section of the firm's website [ir.virtu.com/investor-relations](http://ir.virtu.com/investor-relations).

### **Website Information**

We routinely post important information for investors on the Investor Relations section of our website, [ir.virtu.com/investor-relations](http://ir.virtu.com/investor-relations) and also from time to time may use social media channels, including our Twitter account ([twitter.com/virtufinancial](https://twitter.com/virtufinancial)) and our LinkedIn account ([linkedin.com/company/virtu-financial](https://linkedin.com/company/virtu-financial)), as an additional means of disclosing public information to investors, the media and others interested in us. It is possible that certain information we post on our website and on social media could be deemed to be material information, and we encourage investors, the media and others interested in us to review the business and financial information we post on our website and on the social media channels identified above, in addition to following our press releases, SEC filings, public conference calls, presentations and webcasts. The information contained on, or that may be accessed through, our website and our social media channels is not incorporated by reference into, and is not a part of, this document.





### Non-GAAP Financial Measures and Other Items

To supplement our unaudited condensed consolidated financial statements presented in accordance with generally accepted accounting principles (“GAAP”), we use the following non-GAAP measures of financial performance:

- “Adjusted Net Trading Income”, which is the amount of revenue we generate from our market making activities, or trading income, net, plus commissions, net and technology services, plus interest and dividends income and expense, net, less direct costs associated with those revenues, including brokerage, exchange, clearance fees and payments for order flow, net. Management believes that this measurement is useful for comparing general operating performance from period to period. Although we use Adjusted Net Trading Income as a financial measure to assess the performance of our business, the use of Adjusted Net Trading Income is limited because it does not include certain material costs that are necessary to operate our business. Our presentation of Adjusted Net Trading Income should not be construed as an indication that our future results will be unaffected by revenues or expenses that are not directly associated with our core business activities.
- “EBITDA”, which measures our operating performance by adjusting Net Income to exclude financing interest expense on our long-term borrowings, debt issue cost related to debt refinancing, prepayment, and commitment fees, depreciation and amortization, amortization of purchased intangibles and acquired capitalized software, and income tax expense, and “Adjusted EBITDA”, which measures our operating performance by further adjusting EBITDA to exclude severance, transaction advisory fees and expenses, termination of office leases, charges related to share based compensation and other expenses, which includes reserves for legal matters, COVID-19 one-time costs and donations and Other net, and “Adjusted EBITDA Margin”, which compares Adjusted EBITDA to Adjusted Net Trading Income.
- “Normalized Adjusted Net Income”, “Normalized Adjusted Net Income before income taxes”, “Normalized provision for income taxes”, and “Normalized Adjusted EPS”, which we calculate by adjusting Net Income to exclude certain items including gains and losses from strategic investments and the sales of businesses, and other non-cash items, assuming that all vested and unvested non-voting common interest units in Virtu Financial LLC have been exchanged for shares of our Class A common stock, and applying an effective tax rate, which was approximately 24%.
- “Adjusted Operating Expenses”, which we calculate by adjusting total operating expenses to exclude severance, share based compensation, reserves for legal matters, termination of office leases, connectivity early termination and write-down of assets.

Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Normalized Adjusted Net Income, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes, and Normalized Adjusted EPS and Adjusted Operating Expenses are non-GAAP financial measures used by management in evaluating operating performance and in making strategic decisions. Additional information provided regarding the breakdown of Total Adjusted Net Trading Income by category is also a non-GAAP financial measure but is not used by the Company in evaluating operating performance and in making strategic decisions. In addition, these non-GAAP financial measures or similar non-GAAP measures are used by research analysts, investment bankers and lenders to assess our operating performance. Management believes that the presentation of Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Normalized Adjusted Net Income, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes and Normalized Adjusted EPS provide useful information to investors regarding our results of operations because they assist both investors and management in analyzing and benchmarking the performance and value of our business. Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Normalized Adjusted Net Income, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes and Normalized Adjusted EPS provide indicators of general economic performance that are not affected by fluctuations in certain costs or other items. Accordingly, management believes that these measurements are useful for comparing general operating performance from period to period. Furthermore, our credit agreement contains tests based on metrics similar to Adjusted EBITDA. Other companies may define Adjusted Net Trading Income, Adjusted EBITDA, Adjusted EBITDA Margin, Normalized Adjusted Net Income, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes and Normalized Adjusted EPS differently, and as a result our measures of Adjusted Net Trading Income, Adjusted EBITDA, Adjusted EBITDA Margin, Normalized Adjusted Net Income, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes and Normalized Adjusted EPS may not be directly comparable to those of other companies. Although we use these non-GAAP financial measures as financial measures to assess the performance of our business, such use is limited because they do not include certain material costs necessary to operate our business.



Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes, Normalized Adjusted Net Income and Normalized Adjusted EPS should be considered in addition to, and not as a substitute for, Net Income in accordance with U.S. GAAP as a measure of performance. Our presentation of Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Normalized Adjusted Net Income, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes and Normalized Adjusted EPS should not be construed as an indication that our future results will be unaffected by unusual or nonrecurring items. Adjusted Net Trading Income, Normalized Adjusted Net Income, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes, Normalized Adjusted EPS and our EBITDA-based measures have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results as reported under U.S. GAAP. Some of these limitations are:

- they do not reflect every cash expenditure, future requirements for capital expenditures or contractual commitments;
- our EBITDA-based measures do not reflect the significant interest expense or the cash requirements necessary to service interest or principal payment on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced or require improvements in the future, and our EBITDA-based measures do not reflect any cash requirement for such replacements or improvements;
- they are not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- they do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations; and
- they do not reflect limitations on our costs related to transferring earnings from our subsidiaries to us.

Because of these limitations, Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes, Normalized Adjusted Net Income and Normalized Adjusted EPS are not intended as alternatives to Net Income as indicators of our operating performance and should not be considered as measures of discretionary cash available to us to invest in the growth of our business or as measures of cash that will be available to us to meet our obligations. We compensate for these limitations by using Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes, Normalized Adjusted Net Income and Normalized Adjusted EPS along with other comparative tools, together with U.S. GAAP measurements, to assist in the evaluation of operating performance. These U.S. GAAP measurements include Net Income, cash flows from operations and cash flow data. See below a reconciliation of each non-GAAP measure to the most directly comparable GAAP measure.



**Virtu Financial, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Comprehensive Income (Unaudited)**

(in thousands, except share and per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>Revenues:</b>				
Trading income, net	\$ 397,383	\$ 394,265	\$ 1,315,618	\$ 1,591,840
Interest and dividends income	43,631	9,704	95,435	26,246
Commissions, net and technology services	120,986	135,923	411,981	470,687
Other, net	(956)	4,452	44,010	17,108
Total revenues	561,044	544,344	1,867,044	2,105,881
<b>Operating Expenses:</b>				
Brokerage, exchange, clearance fees and payments for order flow, net	168,869	158,862	476,235	588,885
Communication and data processing	52,907	55,627	164,441	159,824
Employee compensation and payroll taxes	103,254	84,552	305,338	273,172
Interest and dividends expense	61,989	26,586	153,243	75,585
Operations and administrative	14,319	18,228	53,110	65,636
Depreciation and amortization	16,658	16,636	50,470	49,764
Amortization of purchased intangibles and acquired capitalized software	16,060	16,933	48,817	53,087
Termination of office leases	361	238	1,744	5,126
Debt issue cost related to debt refinancing, prepayment and commitment fees	1,404	1,237	28,525	4,981
Transaction advisory fees and expenses	134	167	1,113	150
Financing interest expense on long-term borrowings	23,483	20,179	66,905	59,784
Total operating expenses	459,438	399,245	1,349,941	1,335,994
Income before income taxes and noncontrolling interest	101,606	145,099	517,103	769,887
Provision for income taxes	21,732	21,961	88,405	128,611
Net income	\$ 79,874	\$ 123,138	\$ 428,698	\$ 641,276
Noncontrolling interest	(39,867)	(52,631)	(191,264)	(268,454)
Net income available for common stockholders	\$ 40,007	\$ 70,507	\$ 237,434	\$ 372,822
<b>Earnings per share:</b>				
Basic	\$ 0.38	\$ 0.59	\$ 2.17	\$ 3.04
Diluted	\$ 0.37	\$ 0.59	\$ 2.16	\$ 3.01
<b>Weighted average common shares outstanding</b>				
Basic	102,289,172	115,770,457	105,500,700	119,148,571
Diluted	102,550,852	116,623,115	106,004,393	120,373,160
<b>Comprehensive income:</b>				
Net income	\$ 79,874	\$ 123,138	\$ 428,698	\$ 641,276
Other comprehensive income				
Foreign exchange translation adjustment, net of taxes	(18,527)	(7,843)	(43,505)	(11,452)
Net change in unrealized cash flow hedges gains, net of taxes	30,731	3,498	92,666	18,197
Comprehensive income	\$ 92,078	\$ 118,793	\$ 477,859	\$ 648,021
Less: Comprehensive income attributable to noncontrolling interest	(44,719)	(51,007)	(209,051)	(271,552)
Comprehensive income available for common stockholders	\$ 47,359	\$ 67,786	\$ 268,808	\$ 376,469



**Virtu Financial, Inc. and Subsidiaries**  
**Reconciliation to Non-GAAP Operating Data (Unaudited)**

The following tables reconcile Condensed Consolidated Statements of Comprehensive Income to arrive at Adjusted Net Trading Income, EBITDA, Adjusted EBITDA, and selected Operating Margins.

(in thousands, except percentages)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>Reconciliation of Trading income, net to Adjusted Net Trading Income</b>				
Trading income, net	\$ 397,383	\$ 394,265	\$ 1,315,618	\$ 1,591,840
Commissions, net and technology services	120,986	135,923	411,981	470,687
Interest and dividends income	43,631	9,704	95,435	26,246
Brokerage, exchange, clearance fees and payments for order flow, net	(168,869)	(158,862)	(476,235)	(588,885)
Interest and dividends expense	(61,989)	(26,586)	(153,243)	(75,585)
<b>Adjusted Net Trading Income</b>	<b>\$ 331,142</b>	<b>\$ 354,444</b>	<b>\$ 1,193,556</b>	<b>\$ 1,424,303</b>
<b>Reconciliation of Net Income to EBITDA and Adjusted EBITDA</b>				
Net income	79,874	123,138	428,698	641,276
Financing interest expense on long-term borrowings	23,483	20,179	66,905	59,784
Debt issue cost related to debt refinancing, prepayment and commitment fees	1,404	1,237	28,525	4,981
Depreciation and amortization	16,658	16,636	50,470	49,764
Amortization of purchased intangibles and acquired capitalized software	16,060	16,933	48,817	53,087
Provision for income taxes	21,732	21,961	88,405	128,611
<b>EBITDA</b>	<b>\$ 159,211</b>	<b>\$ 200,084</b>	<b>\$ 711,820</b>	<b>\$ 937,503</b>
Severance	1,250	1,538	4,009	4,577
Transaction advisory fees and expenses	134	167	1,113	150
Termination of office leases	361	238	1,744	5,126
Other	1,556	(4,225)	(35,813)	(12,827)
Share based compensation	18,133	12,930	50,841	38,260
<b>Adjusted EBITDA</b>	<b>\$ 180,645</b>	<b>\$ 210,732</b>	<b>\$ 733,714</b>	<b>\$ 972,789</b>
<b>Selected Operating Margins</b>				
Net Income Margin (1)	24.1%	34.7%	35.9%	45.0%
EBITDA Margin (2)	48.1%	56.5%	59.6%	65.8%
Adjusted EBITDA Margin (3)	54.6%	59.5%	61.5%	68.3%

1 Calculated by dividing net income by Adjusted Net Trading Income.

2 Calculated by dividing EBITDA by Adjusted Net Trading Income.

3 Calculated by dividing Adjusted EBITDA by Adjusted Net Trading Income.



**Virtu Financial, Inc. and Subsidiaries**  
**Reconciliation to Non-GAAP Operating Data (Unaudited)**  
(Continued)

The following tables reconcile Condensed Consolidated Statements of Comprehensive Income to arrive at Normalized Adjusted Net Income before income taxes, Normalized provision for income taxes, Normalized Adjusted Net Income and Normalized Adjusted EPS.

(in thousands, except share and per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>Reconciliation of Net Income to Normalized Adjusted Net Income</b>				
Net income	\$ 79,874	\$ 123,138	\$ 428,698	\$ 641,276
Provision for income taxes	21,732	21,961	88,405	128,611
Income before income taxes and noncontrolling interest	\$ 101,606	\$ 145,099	\$ 517,103	\$ 769,887
Amortization of purchased intangibles and acquired capitalized software	16,060	16,933	48,817	53,087
Debt issue cost related to debt refinancing, prepayment and commitment fees	1,404	1,237	28,525	4,981
Severance	1,250	1,538	4,009	4,577
Transaction advisory fees and expenses	134	167	1,113	150
Termination of office leases	361	238	1,744	5,126
Other	1,556	(4,225)	(35,813)	(12,827)
Share based compensation	18,133	12,930	50,841	38,260
Normalized Adjusted Net Income before income taxes	\$ 140,504	\$ 173,917	\$ 616,339	\$ 863,241
Normalized provision for income taxes (1)	33,702	41,740	147,922	207,178
<b>Normalized Adjusted Net Income</b>	<b>\$ 106,802</b>	<b>\$ 132,177</b>	<b>\$ 468,417</b>	<b>\$ 656,063</b>
Weighted Average Adjusted shares outstanding (2)	175,893,027	190,141,600	179,290,742	193,929,595
<b>Normalized Adjusted EPS</b>	<b>\$ 0.61</b>	<b>\$ 0.70</b>	<b>\$ 2.61</b>	<b>\$ 3.38</b>

(1) Reflects U.S. federal, state, and local income tax rate applicable to corporations of approximately 24% for all periods presented.

(2) Assumes that (1) holders of all vested and unvested non-vesting Virtu Financial Units (together with corresponding shares of the Company's Class C common stock, par value \$0.00001 per share (the "Class C Common Stock")) have exercised their right to exchange such Virtu Financial Units for shares of Class A Common Stock on a one-for-one basis, (2) holders of all Virtu Financial Units (together with corresponding shares of the Company's Class D common stock, par value \$0.00001 per share (the "Class D Common Stock")) have exercised their right to exchange such Virtu Financial Units for shares of the Company's Class B common stock, par value \$0.00001 per share (the "Class B Common Stock") on a one-for-one basis, and subsequently exercised their right to convert the shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis. Includes additional shares from dilutive impact of options, restricted stock units and restricted stock awards outstanding under the Amended and Restated 2015 Management Incentive Plan and the Amended and Restated ITG 2007 Equity Plan during the three and nine months ended September 30, 2022 and 2021 as well as warrants issued in connection with the Founder Member Loan during the three and nine months ended September 30, 2021.



**Virtu Financial, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Financial Condition (Unaudited)**

<b>(in thousands, except share data)</b>	<b>September 30, 2022</b>	<b>December 31, 2021</b>
<b>Assets</b>		
Cash and cash equivalents	\$ 836,298	\$ 1,071,463
Cash and securities segregated under regulations and other	54,149	49,490
Securities borrowed	1,264,550	1,349,322
Securities purchased under agreements to resell	46,674	119,453
Receivables from broker-dealers and clearing organizations	1,515,043	1,026,807
Receivables from customers	247,492	146,476
Trading assets, at fair value	4,803,348	4,256,955
Property, equipment and capitalized software, net	82,161	89,595
Operating lease right-of-use assets	199,942	225,328
Goodwill	1,148,926	1,148,926
Intangibles (net of accumulated amortization)	337,500	386,332
Deferred taxes	133,893	158,518
Other assets	302,284	291,306
Total assets	<u>10,972,260</u>	<u>10,319,971</u>
<b>Liabilities and equity</b>		
<b>Liabilities</b>		
Short-term borrowings, net	167,450	61,510
Securities loaned	988,969	1,142,048
Securities sold under agreements to repurchase	446,078	514,325
Payables to broker-dealers and clearing organizations	680,530	571,526
Payables to customers	96,931	54,999
Trading liabilities, at fair value	4,199,838	3,510,779
Tax receivable agreement obligations	237,938	259,282
Accounts payable and accrued expenses and other liabilities	440,641	457,942
Deferred tax liabilities	213	65
Operating lease liabilities	248,701	278,745
Long-term borrowings, net	1,792,063	1,605,132
Total liabilities	<u>9,299,352</u>	<u>8,456,353</u>
Total equity	1,672,908	1,863,618
Total liabilities and equity	<u>\$ 10,972,260</u>	<u>\$ 10,319,971</u>

	<b>As of September 30, 2022</b>	
	<b>Interests</b>	<b>%</b>
<b>Ownership of Virtu Financial LLC Interests:</b>		
Virtu Financial, Inc. - Class A Common Stock and Restricted Stock Units	104,736,479	60.2%
Non-controlling Interests (Virtu Financial LLC)	69,121,806	39.8%
Total Virtu Financial LLC Interests	<u>173,858,285</u>	<u>100.0%</u>



## **About Virtu Financial, Inc.**

Virtu is a leading financial services firm that leverages cutting-edge technology to provide execution services and data, analytics and connectivity products to its clients and deliver liquidity to the global markets. 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.

## **Cautionary Note Regarding Forward-Looking Statements**

This press release may contain "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements regarding Virtu Financial, Inc.'s ("Virtu's", the "Company's" or "our") business that are not historical facts are forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. The Company assumes no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, and if the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements. Forward-looking statements are based on information available at the time and/or management's good faith belief with respect to future events, and is subject to risks and uncertainties, some or all of which are not predictable or within Virtu's control, that could cause actual performance or results to differ materially from those expressed in the statements. Those risks and uncertainties include, without limitation: risks relating to the COVID-19 pandemic, including the possible effects of the economic conditions worldwide resulting from the COVID-19 pandemic and governmental and other responses thereto; fluctuations in trading volume and volatilities in the markets in which we operate; the ability of our trading counterparties and various clearing houses to perform their obligations to us; the performance and reliability of our customized trading platform; the risk of material trading losses from our market making activities; swings in valuations in securities or other instruments in which we hold positions; increasing competition and consolidation in our industry; the risk that cash flow from our operations and other available sources of liquidity will not be sufficient to fund our various ongoing obligations, including operating expenses, short-term funding requirements, margin requirements, capital expenditures, debt service and dividend payments; regulatory and legal uncertainties and potential changes associated with our industry, particularly in light of increased attention from media, regulators and lawmakers to market structure and related issues including but not limited to the retail trading environment, wholesale market making and off exchange trading more generally and payment for order flow arrangements; potential adverse results from legal or regulatory proceedings; our ability to remain technologically competitive and to ensure that the technology we utilize is not vulnerable to security risks, hacking and cyber-attacks; risks associated with third party software and technology infrastructure. For a discussion of the risks and uncertainties which could cause actual results to differ from those contained in forward-looking statements, see Virtu's Securities and Exchange Commission filings, including but not limited to Virtu's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC.

## **CONTACT**

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