

| OMB APPROVAL | |
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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

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>Molluso Joseph</u> | | | 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) _____ Co-President & Co-COO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2023</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| C/O VIRTU FINANCIAL, INC. 1633 BROADWAY | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | (City) | (State) | (Zip) | NEW YORK NY 10019 | | | | |

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 | | | | | | | | 343,160 | 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 | | | | | |
| Deferred Stock Unit | (1) | 02/03/2023 | | A | | 23,177 | | (2) | (2) | Class A common stock | \$0 | 39,439 | D | |
| Restricted Stock Unit | (3) | 02/03/2023 | | A | | 34,764 | | (4) | (4) | Class A common stock | \$0 | 68,197 | D | |
| Restricted Stock Unit | (3) | 02/03/2023 | | M | | | 8,130 | (5) | (5) | Class A common stock | \$0 | 60,067 | D | |
| Deferred Stock Unit | (6) | 02/03/2023 | | M | | 8,130 | | (2) | (2) | Class A common stock | \$0 | 47,569 | D | |

Explanation of Responses:

- Deferred Stock Units ("DSU") credited to the reporting person under the Virtu Financial, Inc. Deferred Compensation Plan, effective November 13, 2020, for 23,177 Restricted Stock Units ("RSUs") granted under the Issuer's Amended and Restated 2015 Management Incentive Plan. Each DSU is economically equivalent to one share of Class A common stock.
- The DSUs credited under the Deferred Compensation Plan are generally payable in the form elected or provided under the Deferred Compensation Plan on the earlier of: (i) a separation from service, (ii) a specified date, or (iii) a change in control.
- 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 annual installments on February 3, 2024, February 1, 2025, and February 1, 2026.
- The RSUs vested on February 3, 2023.
- DSUs credited to the reporting person under the Virtu Financial, Inc. Deferred Compensation Plan, effective November 13, 2020, for 8,130 RSUs granted under the Issuer's Amended and Restated 2015 Management Incentive Plan. Each DSU is economically equivalent to one share of Class A common stock.

Remarks:

Justin Waldie, as Attorney-in-Fact 02/07/2023
 ** 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.