

INVESTMENT TECHNOLOGY GROUP INC  
Form 8-K  
June 15, 2012

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

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**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): **June 15, 2012 (June 12, 2012)**

**INVESTMENT TECHNOLOGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**001-32722**  
(Commission File  
Number)

**95-2848406**  
(I.R.S. Employer  
Identification No.)

**380 Madison Avenue**  
**New York, New York**  
(Address of Principal Executive Offices)

**10017**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 588-4000**

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**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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of Investment Technology Group, Inc. (the Company) was held on June 12, 2012. The stockholders elected all of the Company's nominees for director, ratified the appointment of KPMG LLP as the Company's independent auditors for the fiscal year 2012 and approved the advisory vote on executive compensation. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

(a) Election of Directors:

Name of Director	Shares For	Shares Withheld	Broker Non-Votes
J. William Burdett	23,816,721	7,157,984	3,656,393
Minder Cheng	30,858,489	116,216	3,656,393
Christopher V. Dodds	25,939,219	5,035,486	3,656,393
Robert C. Gasser	25,897,703	5,077,002	3,656,393
Timothy L. Jones	26,047,705	4,927,000	3,656,393
Kevin J.P. O'Hara	21,165,725	9,808,980	3,656,393
Maureen O'Hara	23,908,961	7,065,744	3,656,393
Steven S. Wood	24,050,023	6,924,682	3,656,393

(b) Ratification of the appointment of KPMG LLP as our independent auditors for the 2012 fiscal year:

Shares For	Shares Against	Shares Abstain
34,490,719	84,442	55,937

(c) Advisory vote on executive compensation:

Shares For	Shares Against	Shares Abstain	Broker Non-Votes
23,115,116	7,819,897	39,692	3,656,393

**SIGNATURE**

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.

**INVESTMENT TECHNOLOGY GROUP, INC.**

By: /s/ P. Mats Goebels  
P. Mats Goebels  
Managing Director, General Counsel and Duly  
Authorized Signatory of Registrant

Dated: June 15, 2012