

Lynch Kevin J  
Form 4  
March 05, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lynch Kevin J

2. Issuer Name **and** Ticker or Trading  
Symbol  
INVESTMENT TECHNOLOGY  
GROUP, INC. [ITG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE LIBERTY PLAZA, 165  
BROADWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
NEW YORK, NY 10006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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	
Common Stock	03/01/2019		D		36,500 (1)	D \$ 30.3 0	I
							By The Lynch 201 Irrevocable Children's Trust
Common Stock	03/01/2019		D		16,152 (2) (3)	D \$ 30.3 0	D

By The  
Lynch 2012  
Irrevocable  
Children's  
Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lynch Kevin J ONE LIBERTY PLAZA 165 BROADWAY NEW YORK, NY 10006	X

## Signatures

/s/ Robert Wollin, by power of attorney filed with Form 3 dated March 10, 2016

03/05/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Pursuant to the Agreement and Plan of Merger, dated as of November 6, 2018, by and among Virtu Financial, Inc., a Delaware corporation ("Virtu"), Impala Merger Sub, Inc., a Delaware corporation ("Merger Sub") and an indirect wholly owned subsidiary of Virtu, and Investment Technology Group, Inc., a Delaware corporation (the "Company"), at the effective time of the merger (the "Effective Time") of Merger Sub with and into the Company, with the Company as the surviving entity and an indirect wholly owned subsidiary of Virtu, these shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), owned by the reporting person were converted into the right to receive \$30.30 per share in cash without interest (the "Merger Consideration").

Pursuant to the Merger Agreement, at the Effective Time, each outstanding restricted stock unit ("RSU") and deferred share unit ("DSU") granted by the Company fully vested and converted automatically into the right to receive an amount in cash equal to the product of (i) the number of shares of Common Stock subject to such RSU or DSU immediately prior to the Effective Time and (ii) the Merger Consideration of \$30.30 per share.

(3) Accordingly, (i) 3,562 RSUs granted to the reporting person on June 7, 2018 under the Company's stock plan, which would have vested into Common Stock on the day immediately preceding the Company's next annual meeting of stockholders at which directors would be

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elected or reelected by the Company's stockholders, fully vested in connection with the Merger in exchange for a cash payment, (ii) 1,470 RSUs granted to the reporting person on April 3, 2016 as part of the initial RSU grant for newly-appointed non-employee directors, which would have vested on April 3, 2019, fully vested in connection with the Merger in exchange for a cash payment and (iii) 11,120 DSUs fully vested in connection with the Merger in exchange for a cash payment when the reporting person retired from the Board of Directors of the Company at the Effective Time.

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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