

Interactive Brokers Group, Inc.  
Form 8-K  
July 27, 2018

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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): July 27, 2018

INTERACTIVE BROKERS GROUP, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware                      001-33440                      30-0390693  
(State or Other Jurisdiction (Commission File Number) (I.R.S. Employer Identification Number)  
of Incorporation)

One Pickwick Plaza, Greenwich, CT 06830  
(Address of Principal Executive Offices) (Zip Code)

(203) 618-5800  
(Registrant's Telephone Number, Including Area Code)

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:

- 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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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).

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.

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Item 8.01. Other Events.

In connection with the July 27, 2018 takedown, by a Rule 424(b)(5) prospectus of Interactive Brokers Group, Inc. (the "Company"), of 1,537,727 shares of the Company's common stock from its shelf Registration Statement on Form S-3 (Registration Statement No. 333-219552) (the "Registration Statement") filed with the SEC on July 28, 2017, the legal opinion letter of Dechert LLP, counsel to the Company, regarding the validity of the Shares is filed as Exhibit 5.2 to this Current Report on Form 8-K. The legal opinion letter is also hereby incorporated by reference into the Registration Statement, as Exhibit 5.2 thereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

5.2 Opinion of Dechert LLP (\*)

(\*) Filed herewith.

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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.

Dated: July 27, 2018

INTERACTIVE BROKERS GROUP,  
INC.

By: /s/ Paul J. Brody

Name: Paul J. Brody

Title: Chief Financial Officer, Treasurer  
and Secretary

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EXHIBIT INDEX

5.2 Opinion of Dechert LLP