

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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☒ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Morris John C.</u> (Last) (First) (Middle) <u>300 VESEY STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip)			<u>Virtu KCG Holdings LLC [KCG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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	

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, par value \$0.01 per share	07/20/2017		D		20,267	D	\$20 ⁽¹⁾	0	I	By the John C and Katherine M Morris Foundation ⁽³⁾
Restricted Stock Units	07/20/2017		D		4,023	D	\$20 ⁽²⁾	0	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated as of April 20, 2017, by and among Virtu Financial, Inc., a Delaware corporation ("Virtu"), Orchestra Merger Sub, Inc., a Delaware corporation ("Merger Sub") and a wholly owned subsidiary of Virtu, and Virtu KCG Holdings LLC, a Delaware limited liability company (formerly known as KCG Holdings, 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 a wholly owned subsidiary of Virtu, each share of the Company's Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), owned by the reporting person was converted into the right to receive \$20.00 in cash without interest (the "Merger Consideration").

2. Pursuant to the Merger Agreement, at the Effective Time, each outstanding restricted stock unit ("RSU") granted by the Company was cancelled and converted automatically into the right to receive an amount in cash equal to the product of (i) the number of shares of Class A Common Stock subject to such RSU immediately prior to the Effective Time and (ii) the Merger Consideration of \$20.00 per share. Accordingly, 4,023 RSUs granted to the reporting person on May 11, 2017 under the Company's stock plan, which would have vested into Class A Common Stock on May 11, 2018 or upon the reporting person's earlier retirement, were cancelled in connection with the Merger in exchange for a cash payment pursuant to the Merger Agreement.

3. These securities are held by the John C and Katherine M Morris Foundation, which is a 501(c)(3) charitable organization.

/s/ Robert McQueen as
Attorney-in-Fact for John C. Morris 07/20/2017

** 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.

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