

Virtu Financial, Inc.
Form 8-K
November 29, 2017

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): **November 29, 2017**

VIRTU FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-37352
(Commission File No.)

32-0420206
(IRS Employer
Identification No.)

900 Third Avenue
New York, NY 10022-1010
(Address of principal executive offices)

(212) 418-0100
(Registrant's telephone number, including area code)

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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))

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).

Emerging growth company X

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. X

ITEM 8.01

OTHER EVENTS

On November 29, 2017, Virtu Financial, Inc. (the Company) announced that it had notified its lenders of its intention to make a voluntary prepayment of \$50.0 million pursuant to the terms of its senior secured first lien term loan facility (the Term Loan Facility). The Company announced that it had commenced marketing of a repricing transaction for the Term Loan Facility that reflects a principal amount of \$650.0 million and assumes the application of estimated after-tax net proceeds of \$250.0 million from the sale of its BondPoint business.

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements. These forward-looking statements are subject to numerous uncertainties and factors relating to the Company s operations and business environment, as well as uncertainties relating to the Company s pending disposition of its Bondpoint business, the integration of KCG Holdings, Inc., synergy realization, and the Company s ability to timely and successfully consummate the sale of the BondPoint business. Any forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any statements expressed or implied therein will not be realized. Additional information on risk factors that could potentially affect the Company s financial results may be found in the Company s filings with the Securities and Exchange Commission.

EXHIBIT INDEX

| Exhibit No. | | Description |
|--------------------|--|--------------------|
| 99.1 | <u>Press Release, dated November 29, 2017.</u> | |

SIGNATURES

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.

Virtu Financial, Inc.

| | |
|--------|--|
| By: | /s/ Justin Waldie |
| Name: | Justin Waldie |
| Title: | Senior Vice President, Secretary and General Counsel |

Dated: November 29, 2017