

FORM 4

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)		
Cifu Douglas A			Virtu Financial, Inc. [VIRT]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O VIRTU FINANCIAL, INC., 1633 BROADWAY			2/7/2024					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10019						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/7/2024		P		50,000	A	\$16.2082 (1)	584,132	D	
Class A common stock								442,755	I	See footnote (2)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(3)						(4)	(4)	Class A common stock	215,663		215,663	D	
Deferred Stock Unit	(5)						(6)	(6)	Class A common stock	442,299		442,299	D	
Non-voting common interest untis of Virtu Financial LLC (2) (8)	(2)						(7)	(7)	Class A common stock	2,830,742		2,830,742	I	See footnote (9)
Non-voting common interest units of Virtu Financial LLC	(2)						(7)	(7)	Class A common stock	819,804		819,804	I	See footnote (10)

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$16.035 to \$16.37, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, to any security holder of Virtu Financial, Inc., or to Virtu Financial, Inc., upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- By a trust, for the benefit of the Cifu Family (the "Cifu Family 2020 Trust"). Melissa B. Lautenberg, the reporting person's wife, holds dispositive control and voting control over the shares held by the Cifu Family 2020 Trust. The reporting person may be deemed to beneficially own the shares held by the Cifu

Family 2020 Trust by virtue of his relationship with Ms. Lautenberg.

- (3) Each RSU is granted under the Issuer's Amended and Restated 2015 Management Incentive Plan and represents a contingent right to receive one share of Class A common stock of the Issuer.
- (4) 51,503 of the RSUs vest in equal installments on February 3, 2025 and February 3, 2026, 16,261 of the RSUs vest on February 3, 2025, 75,000 of the RSUs vest on January 31, 2025, and 72,899 of the RSUs vest in equal installments on February 2, 2025, February 2, 2026, and February 2, 2027.
- (5) Deferred Stock Units ("DSU") credited to the reporting person under the Virtu Financial, Inc. Deferred Compensation Plan, effective November 13, 2020. Each DSU is economically equivalent to one share of Class A common stock.
- (6) The DSUs credited under the Deferred Compensation Plan are generally payable in the form elected or provided under the Deferred Compensation Plan on the earlier of: (i) a separation from service, (ii) a specified date, or (iii) a change in control.
- (7) Pursuant to the terms of the Exchange Agreement, effective as of April 15, 2015, by and among the Issuer, Virtu Financial LLC and the equityholders of Virtu Financial LLC (the "Exchange Agreement"), Virtu Financial Units, together with a corresponding number of shares of Class C Common Stock, may be exchanged for shares of Class A common stock of the Issuer, which have one vote per share and economic rights (including rights to dividends and distributions upon liquidation), on a one-for-one basis at the discretion of the holder. The exchange rights under the Exchange Agreement do not expire.
- (8) Shares of Class C common stock of the Issuer ("Class C Common Stock") have one vote per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common interest units of Virtu Financial LLC ("Virtu Financial Units") held.
- (9) By a limited liability company, DAC Investment LLC, owned by the reporting person and the reporting person's wife.
- (10) By a trust, for the benefit of the Cifu Family (the "Cifu Family Trust"). Melissa B. Lautenberg, the reporting person's wife, and Dr. Mitchel A. Lautenberg, Ms. Lautenberg's brother, share dispositive control and voting control over the shares held by the Cifu Family Trust. The reporting person may be deemed to beneficially own the shares held by the Cifu Family Trust by virtue of his relationship with Ms. Lautenberg.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cifu Douglas A C/O VIRTU FINANCIAL, INC. 1633 BROADWAY NEW YORK, NY 10019	X		Chief Executive Officer	

Signatures

/s/ Justin Waldie, as Attorney-in-Fact

2/7/2024

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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