DeSanto Angelique Form 4 December 19, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

12/17/2018

ONE LIBERTY PLAZA, 165

DeSanto Angelique

2. Issuer Name and Ticker or Trading

Symbol

INVESTMENT TECHNOLOGY GROUP, INC. [ITG]

3. Date of Earliest Transaction

(Month/Day/Year) 12/17/2018

BROADWAY

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Managing Dir, Gen Counsel & Sec

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10006

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) Code V Amount (D) 9,874

Price \$ D

30.01

38,541.11

Transaction(s) (Instr. 3 and 4)

D

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

 $F^{(1)}$

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

(2)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	te Amou		Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		;		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security			Acquired							Follo
		•				(A) or						Repo
						Disposed						Trans
		of (D)							(Instr			
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date Exercisable	Expiration e Date	Title	or		
										Number		
							Lacicisable			of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DeSanto Angelique ONE LIBERTY PLAZA 165 BROADWAY NEW YORK, NY 10006

Managing Dir, Gen Counsel & Sec

Signatures

Angelique 12/19/2018 DeSanto

**Signature of Date
Reporting Person

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).

On December 13, 2018, the Compensation Committee (the "Committee") of the Board of Directors of Investment Technology Group, Inc. (the "Company") approved, effective December 17, 2018, the accelerated vesting of three separate time-based restricted stock units previously granted to the Reporting Person, representing in the aggregate (a) 5,691 time-based restricted stock units, which were

- scheduled to vest on January 24, 2019, (b) 4,509 time-based restricted stock units, which were scheduled to vest on February 11, 2019, (c) 6,569 time-based restricted stock units, which were scheduled to vest on January 24, 2020 and (d) 3,600 time-based restricted stock units, which were scheduled to vest on January 24, 2021. The Committee approved the accelerated vesting in order to mitigate potential adverse tax consequences to the Company and the Reporting Person of Section 280G of the Internal Revenue Code, as amended, in connection with the Company's merger with Virtu Financial, Inc.
- (2) The reported disposition represents the withholding of shares for payment of taxes arising from the accelerated vesting of the time-based restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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