

KNIGHT CAPITAL GROUP, INC.
Form 8-K
January 24, 2012

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): January 24, 2012 (January 18, 2012)

KNIGHT CAPITAL GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

001-14223
(Commission

File Number)

545 Washington Boulevard, Jersey City, NJ 07310

(Address of principal executive offices) (Zip Code)

22-3689303
(IRS Employer

Identification No.)

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(201) 222-9400

(Registrant's telephone number, including area code)

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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective as of January 18, 2012, the board of directors of Knight Capital Group, Inc. (the Company) adopted amended and restated by-laws (the Amended and Restated By-Laws).

The Amended and Restated By-Laws amend and restate in their entirety the Company s existing amended and restated by-laws and effect certain changes to those by-laws, including:

to provide that the secretary of the Company will call a special meeting of the Company s stockholders at the request of the holders of not less than twenty-five percent of the Company s issued and outstanding capital stock entitled to vote generally for the election of directors, subject to specified requirements as to the form of such request and certain other restrictions (Section 3 of Article II);

to supplement the form and notice requirements for stockholders who wish to bring business (including director nominations) before annual meetings of the Company s stockholders (Section 8 of Article II and Section 2 of Article III), including by requiring additional information regarding the stockholders, the business proposed and any director nominees, and requiring director nominees to complete the Company s director questionnaire and make certain representations to the Company relating to voting commitments, compensation, corporate governance compliance and other matters; and

to change the voting standard for the election of directors such that, in uncontested elections, a majority of the votes cast at any meeting for the election of directors at which quorum is present shall elect directors, disregarding abstentions (Section 1 of Article III).

The foregoing description of the Amended and Restated By-Laws does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated By-Laws, a copy of which is filed herewith as Exhibit 3.1 to this Current Report on Form 8-K and incorporated in this Item 5.03 by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Amended and Restated By-Laws of Knight Capital Group, Inc., dated as of January 18, 2012. |

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 s duly authorized signatory.

KNIGHT CAPITAL GROUP, INC.

Date: January 24, 2012

By: /s/ Andrew M. Greenstein
Andrew M. Greenstein
Managing Director, Deputy General
Counsel and Assistant Secretary

Exhibit Index

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