

KNIGHT CAPITAL GROUP, INC.  
Form SC 13D/A  
July 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**Knight Capital Group, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**499005 10 6**

(CUSIP Number)

**Chinh Chu**

**345 Park Avenue, 31st Floor**

**New York, New York 10154**

**Tel: (212) 583-5000**

*with a copy to:*

Edgar Filing: KNIGHT CAPITAL GROUP, INC. - Form SC 13D/A

Wilson S. Neely, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

Tel: (212) 455-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 1, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE CAPITAL PARTNERS VI L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

WITH 10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI L.P.**

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14 TYPE OF REPORTING PERSON (See Instructions)

**PN**



CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

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**0.0%**  
14 TYPE OF REPORTING PERSON (See Instructions)

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CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BMA VI L.L.C.**

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(a)  (b)

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4 SOURCE OF FUNDS (See Instructions)

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**0.0%**  
14 TYPE OF REPORTING PERSON (See Instructions)

**00**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BCP VI SIDE-BY-SIDE GP L.L.C.**

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(a)  (b)

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4 SOURCE OF FUNDS (See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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14 TYPE OF REPORTING PERSON (See Instructions)

**OO**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

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1 NAMES OF REPORTING PERSONS

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14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.**

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**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**00**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

2 **THE BLACKSTONE GROUP L.P.**