

KNIGHT CAPITAL GROUP, INC.
Form 3
August 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| GETCO Holding Co. | | (Month/Day/Year) | KNIGHT CAPITAL GROUP, INC. [KCG] | |
| (Last) | (First) | (Middle) | 08/06/2012 | |
| 350 N. ORLEANS STREET, 3RD FL SOUTH | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, IL 60654 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 63 | I | Held by Subsidiary ⁽⁵⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|----------------------------------|----------------------------|--|----------------------------|------------------------|
| Series A-1 Convertible Preferred Stock | Â (1) | Â (2) | Class A Common Stock | 11,608,672 \$ (1) (2) | | I | Held by Subsidiary (5) |
| Series A-2 Convertible Preferred Stock | Â (3) | Â (3) | Series A-1 Convertible Preferred | 70,087 (4) \$ (3) | | I | Held by Subsidiary (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GETCO Holding Co. 350 N. ORLEANS STREET, 3RD FL SOUTH CHICAGO, IL 60654 | Â | Â X | Â | Â |
| GETCO Strategic Investments, LLC 350 N. ORLEANS STREET CHICAGO, IL 60654 | Â | Â X | Â | Â |

Signatures

/s/ Alex Sadowski, Authorized Signatory
08/10/2012
**Signature of Reporting Person Date

/s/ Alex Sadowski, Authorized Signatory
08/10/2012
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) Shares of Series A-1 Convertible Preferred Stock are convertible at the option of the holder into shares of Class A Common Stock at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-1 Convertible Preferred Stock (which reflects an approximate initial conversion price of \$1.50 per share of Class A Common Stock). As of the date hereof, the number of Series A-1 Convertible Preferred shares that may be converted into Class A Common Stock is subject to a cap to comply with NYSE listing rules, but the Reporting Persons expect conversions to be permitted without the application of any cap beginning on August 13, 2012 (such date, the "Full Convertibility Date").

(2) The Series A-1 Convertible Preferred Stock has no expiration date. In addition, if the closing price of the Class A Common Stock exceeds 200% of the then applicable conversion price for 60 consecutive trading days, all of the outstanding shares of Series A-1 Convertible Preferred Stock will mandatorily convert into shares of Class A Common Stock, at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-1 Convertible Preferred Stock (which reflects an approximate initial conversion price of \$1.50 per share of Class A Common Stock).

(3) Shares of Series A-2 Convertible Preferred Stock will be convertible at the option of the holder into shares of Series A-1 Convertible Preferred Stock on a 1-for-1 basis at any time beginning on the Full Convertibility Date upon certifying that all required regulatory approvals have been obtained. In addition, if the closing price of the Class A Common Stock exceeds 200% of the then applicable conversion price for 60 consecutive trading days, all of the outstanding shares of Series A-2 Convertible Preferred Stock will mandatorily convert into shares of Class A Common Stock at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-2 Convertible Preferred Stock (which reflects an approximate initial conversion price of \$1.50 per share of Class A Common Stock). The

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Series A-2 Convertible Preferred Stock has no expiration date.

- (4) Shares of Series A-1 Convertible Preferred Stock are convertible at the option of the holder into shares of Class A Common Stock at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-1 Convertible Preferred Stock. As a result, the 70,087 shares of Series A-2 Convertible Preferred Stock entitle the Reporting Persons to receive 46,724,690 shares of Class A Common Stock on a fully-converted basis.

- (5) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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