

KNIGHT CAPITAL GROUP, INC.  
 Form 4  
 August 20, 2012

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN 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 \*  
 GETCO Holding Company, LLC

2. Issuer Name and Ticker or Trading Symbol  
 KNIGHT CAPITAL GROUP, INC.  
 [KCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

350 N. ORLEANS STREET

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-2 Convertible Preferred Stock	(1)	08/16/2012	S	2,187	(1)	(1)					Series A-1 Convertible Preferred Stock	2,187

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GETCO Holding Company, LLC 350 N. ORLEANS STREET CHICAGO, IL 60654		X		
GETCO Strategic Investments, LLC 350 N. ORLEANS STREET CHICAGO, IL 60654		X		

## Signatures

/s/ Alex Sadowski, Authorized Signatory 08/20/2012  
 \*\*Signature of Reporting Person Date

/s/ Alex Sadowski, Authorized Signatory 08/20/2012  
 \*\*Signature of Reporting Person Date

## 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).

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 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 (subject to customary anti-dilution adjustments), which reflects an approximate initial conversion price of \$1.50 per share of Class A Common Stock. The Series A-2 Convertible Preferred Stock has no expiration date.

(2) 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, subject to customary anti-dilution adjustments. Based on this conversion ratio, the 67,900 shares of Series A-1 Convertible Preferred Stock entitle the Reporting Persons to receive approximately 45,266,689 shares of Class A Common Stock on a fully-converted basis.

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- (3) These shares of Series A-2 Convertible Preferred Stock are directly held by GETCO Strategic Investments, LLC. 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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