

Temasek Holdings (Private) Ltd
 Form 4
 May 15, 2018

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
 Temasek Holdings (Private) Ltd

2. Issuer Name and Ticker or Trading Symbol
 Virtu Financial, Inc. [VIRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 60B ORCHARD ROAD #06-18
 TOWER 2, THE
 ATRIUM@ORCHARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/15/2018

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

(Street)
 SINGAPORE, U0 238891

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

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.00001 per share	05/15/2018		S ⁽¹⁾		3,450,000	D	\$ 27.16
					16,880,503	I	

See note (2)

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Temasek Holdings (Private) Ltd 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891			X	

Signatures

/s/ Christina Choo, Authorized Signatory, on behalf of Temasek Holdings (Private) Limited 05/15/2018

**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).
- This sale was made pursuant to a prospectus filed by Virtu Financial, Inc. (the "Issuer") with the Securities and Exchange Commission on May 11, 2018, in connection with the offering of an aggregate of 17,250,000 Class A Shares of the Issuer's common stock ("Class A Shares") (consisting of a base deal of 15,000,000 Class A Shares and an additional 2,250,000 Class A Shares sold pursuant to the underwriters' option to purchase additional shares). The shares sold were previously held by Havelock Fund Investments Pte Ltd ("Havelock") and sold in the offering on May 15, 2018 for cash consideration of \$27.16 per share.
- Havelock directly owns 8,867,682 Class A Shares. Havelock is wholly owned by Fullerton Fund Investments Pte. Ltd. ("FFI"). FFI may be deemed to beneficially own the shares beneficially owned by Havelock. Aranda Investments Pte. Ltd. ("Aranda") directly owns 8,012,821 shares of Issuer's Class A common stock. Aranda is wholly owned by Seletar Investments Pte. Ltd. ("Seletar"), which is wholly owned by Temasek Capital (Private) Limited ("Temasek Capital"). Each of Seletar and Temasek Capital may be deemed to beneficially own the 8,012,821 Class A Shares beneficially owned by Aranda. Each of Temasek Capital and FFI are wholly owned by Temasek Holdings (Private) Limited ("Temasek"). Therefore, Temasek may be deemed to beneficially own the 16,880,503 Class A Shares deemed to be beneficially owned in the aggregate by Temasek Capital and FFI.

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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