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

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**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): **June 7, 2018**

**INVESTMENT TECHNOLOGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-32722**  
(Commission  
File Number)

**95-2848406**  
(IRS Employer  
Identification No.)

**One Liberty Plaza, 165 Broadway**  
**New York, New York**  
(Address of Principal Executive Offices)

**10006**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 588-4000**

(Former Name or Former Address, if Changed Since Last Report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) As noted below under Item 5.07, on June 7, 2018, the stockholders of Investment Technology Group, Inc. (the “Company”) approved an amendment and restatement of the Investment Technology Group, Inc. Amended and Restated Employee Stock Purchase Plan (the “ESPP”) at the annual meeting of stockholders (the “Annual Meeting”) to (i) increase the total number of shares of common stock reserved and available for issuance under the ESPP by 350,000 shares for offering periods beginning on or after November 1, 2017 and (ii) to limit offering periods to not more than 27 months. The material terms of the ESPP are summarized on pages 59 through 63 of the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 24, 2018 (the “Proxy Statement”), which description is incorporated herein by reference. This description of the ESPP is qualified in its entirety by reference to the actual terms of the ESPP, which are set forth in Appendix A to the Proxy Statement.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of the Company was held on June 7, 2018. The stockholders elected all of the Company’s nominees for director, approved on an advisory basis the compensation of the Company’s named executive officers, approved the ESPP and ratified the appointment of KPMG LLP as the company’s independent registered public accounting firm for the fiscal year ending December 31, 2018. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

(a) Election of directors:

<b>Name of Director</b>	<b>Shares For</b>	<b>Shares Against</b>	<b>Shares Abstain</b>	<b>Broker Non-Votes</b>
Brian G. Cartwright	26,891,769	586,638	4,354	3,103,847
Minder Cheng	25,311,668	1,947,776	223,317	3,103,847
Timothy L. Jones	26,871,135	606,642	4,984	3,103,847
R. Jarrett Lilien	27,057,052	421,669	4,040	3,103,847
Kevin J. Lynch	26,917,444	560,333	4,984	3,103,847
Lee M. Shavel	27,078,369	399,408	4,984	3,103,847
Francis J. Troise	27,200,945	280,825	991	3,103,847
Steven S. Wood	26,629,649	850,036	3,076	3,103,847

(b) Advisory vote to approve the compensation of the Company’s named executive officers:

<b>Shares For</b>	<b>Shares Against</b>	<b>Shares Abstain</b>	<b>Broker Non-Votes</b>
24,947,566	2,345,137	190,058	3,103,847

(c) Approval of the ESPP:

<b>Shares For</b>	<b>Shares Against</b>	<b>Shares Abstain</b>	<b>Broker Non-Votes</b>
27,384,085	86,588	12,088	3,103,847

(d) Ratification of the appointment of KPMG LLP as the company’s independent registered public accounting firm for the fiscal year ending December 31, 2018:

<b>Shares For</b>	<b>Shares Against</b>	<b>Shares Abstain</b>
30,254,079	322,782	9,747

**Item 8.01 Other Events.**

On June 8, 2018, Investment Technology Group, Inc. issued a press release announcing trading statistics for the month ended May 31, 2018. A copy of this press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 [Press release issued by Investment Technology Group, Inc. on June 8, 2018.](#)

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 hereunto duly authorized.

**INVESTMENT TECHNOLOGY GROUP, INC.**

By: /s/ Angélique F.M. DeSanto  
Name: Angélique F.M. DeSanto  
Title: Managing Director, General Counsel and  
Secretary and Duly Authorized Signatory of Registrant

Dated: June 8, 2018



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### ITG Releases May 2018 U.S. Trading Volumes and Provides International Trading Commission Update

**NEW YORK, June 8, 2018** — ITG (NYSE: ITG), a leading independent broker and financial technology provider, today announced that May 2018 U.S. trading volume was 2.7 billion shares and average daily volume (ADV) was 124 million shares, compared to 2.5 billion shares and ADV of 117 million shares in April 2018 and 3.2 billion shares and ADV of 148 million shares in May 2017. There were 22 trading days in both May 2018 and May 2017, and 21 trading days in April 2018.

#### ITG U.S. Trading Activity

In addition to overall U.S. trading volumes, ITG also provides a monthly summary of average daily volume (double-counted) and average trade size for the POSIT® crossing network and POSIT Alert.

	<u># of Trade Days</u>	<u>Total U.S. Volume</u>	<u>Average U.S. Daily Volume</u>	<u>Average POSIT Daily Volume</u>	<u>Average POSIT Trade Size</u>	<u>Average POSIT Alert Daily Volume</u>	<u>Average POSIT Alert Trade Size</u>	<u>Avg. POSIT Alert Trade Size Ex-Algos*</u>
<b>May 2018</b>	22	2,727,042,004	123,956,455	45,619,973	297	14,504,555	15,465	33,778
<b>YTD 2018</b>	104	13,577,095,179	130,548,992	49,367,444	282	13,429,083	20,050	35,895

*\*Excluding shares crossed through POSIT Alert from ITG algorithms*

ITG's average revenue capture per share in May 2018 was in line with the average in the first quarter of 2018.

### **International Trading Activity**

The average daily trading commissions in May 2018 in ITG's Canadian, European and Asia Pacific businesses were down approximately 3% in U.S. dollar terms on a combined basis as compared to the first quarter of 2018 and were up approximately 19% as compared to May 2017. On a blended international basis, there were approximately 22 trading days in both May 2018 and May 2017.

These statistics are preliminary and may be revised in subsequent updates and public filings. Volume statistics are posted on the investor relations section of ITG's website, [investor.itg.com](http://investor.itg.com) and are available via a downloadable spreadsheet file.

### **About ITG**

Investment Technology Group (NYSE: ITG) is a global financial technology company that helps leading brokers and asset managers improve returns for investors around the world. We empower traders to reduce the end-to-end cost of implementing investments via liquidity, execution, analytics and workflow technology solutions. ITG has offices in Asia Pacific, Europe and North America and offers execution services in more than 50 countries. Please visit [www.itg.com](http://www.itg.com) for more information.

### **ITG Investor/Media Contact:**

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