

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INVESTMENT TECHNOLOGY GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

95-2848406

(I.R.S. Employer Identification No.)

**One Liberty Plaza
165 Broadway
New York, NY**

(Address of Principal Executive Offices)

10006

(Zip Code)

**INVESTMENT TECHNOLOGY GROUP, INC.
2007 OMNIBUS EQUITY COMPENSATION PLAN**
(Full Title of the Plan)

Angélique DeSanto, Esq.
Investment Technology Group, Inc.
One Liberty Plaza
165 Broadway
New York, NY 10006

(Name, and Address of Agent for Service)

(212) 588-4000

(Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value	2,090,000	\$ 20.36(2)	\$ 42,541,950	\$ 4,930.61(3)

- (1) This registration statement (the "Registration Statement") covers shares of Common Stock, \$0.01 par value per share, of Investment Technology Group, Inc. (the "Company") which may be offered and sold from time to time pursuant to the Amended and Restated Investment Technology Group, Inc. 2007 Omnibus Equity Compensation Plan (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, the number of shares being registered shall be adjusted to include any additional shares which may become issuable as a result of stock splits, stock dividends or similar transactions in accordance with the anti-dilution provisions of the Plan.
- (2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the registration fee, based upon the average of the reported high and low sales prices for shares of Common Stock on August 10, 2017, as reported on the New York Stock Exchange.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended, as follows: \$115.90 per \$1,000,000 of proposed maximum aggregate offering price.



PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

This Registration Statement is filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, with respect to 2,090,000 additional shares of Common Stock that may be issued under the Amended and Restated Investment Technology Group, Inc. 2007 Omnibus Equity Compensation Plan (the "Plan"), as approved by our stockholders at the annual meeting of our stockholders on June 8, 2017. The contents of our Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on May 29, 2002 (Registration No. 333-89290, as amended by post-effective amendment no. 1 filed on March 31, 2006 and post-effective amendment no. 2 filed on May 11, 2007), May 15, 2009 (Registration No. 333-159271), May 14, 2010 (Registration No. 333-166855), June 12, 2013 (Registration No. 333-189267) and September 25, 2015 (Registration No. 333-207126), relating to the Plan are incorporated herein by reference except as otherwise updated or modified by this filing.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K for the year ended December 31, 1999).
4.2	Amended and Restated By-laws of the Company (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on February 27, 2017).
5.1	Opinion of General Counsel of the Company with respect to the legality of the Common Stock being registered hereby.
23.1	Consent of General Counsel of the Company (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Amended and Restated Investment Technology Group, Inc. 2007 Omnibus Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2017).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 11th day of August, 2017.

Investment Technology Group, Inc.

By: /s/ Francis J. Troise
Name: Francis J. Troise
Title: Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors and/or officers of Investment Technology Group, Inc. hereby names, constitutes and appoints Francis J. Troise, Steven R. Vigliotti, and Angélique F. M. DeSanto, or any of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities to sign this Registration Statement and any and all amendments to the Registration Statement (including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, and each of them acting alone, the full power and authority to do and perform every act and thing requisite, necessary or advisable to be done in and about the premises, as fully and to all intents and purposes as any such officer or director might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities indicated, on this 11th day of August, 2017.

<u>Signature</u>	<u>Title</u>
<u>/s/ Francis J. Troise</u> Francis J. Troise	Chief Executive Officer, President and Director (Principal Executive Officer)
<u>/s/ Steven R. Vigliotti</u> Steven R. Vigliotti	Managing Director, Chief Financial Officer and Chief Administrative Officer (Principal Financial Officer)
<u>/s/ Angelo Bulone</u> Angelo Bulone	Managing Director and Controller (Principal Accounting Officer)
<u>/s/ Minder Cheng</u> Minder Cheng	Director (Chairman)
<u>/s/ Brian G. Cartwright</u> Brian G. Cartwright	Director
<u>/s/ Timothy L. Jones</u> Timothy L. Jones	Director
<u>/s/ R. Jarrett Lilien</u> R. Jarrett Lilien	Director
<u>/s/ Kevin J. Lynch</u> Kevin J. Lynch	Director
<u>/s/ Lee M. Shavel</u> Lee M. Shavel	Director
<u>/s/ Steven S. Wood</u> Steven S. Wood	Director

EXHIBIT INDEX

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Investment Technology Group, Inc.
One Liberty Plaza
165 Broadway
New York, NY 10006

T 212.588.4000
F 212.444.6353
www.itg.com



August 11, 2017

Investment Technology Group, Inc.
One Liberty Plaza, 165 Broadway
New York, New York 10006

Re: Investment Technology Group, Inc. Registration Statement on Form S-8 for the Amended and Restated Investment Technology Group, Inc. 2007 Omnibus Equity Compensation Plan

Ladies and Gentlemen:

I am General Counsel to Investment Technology Group, Inc., a Delaware corporation (the "Company"). I have advised the Company in connection with a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 2,090,000 shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company issuable in connection with the Amended and Restated Investment Technology Group, Inc. 2007 Omnibus Equity Compensation Plan (the "Plan").

In connection with this opinion letter, I have examined originals, or copies certified or otherwise identified to my satisfaction, of the Registration Statement, the Certificate of Incorporation of the Company, the Bylaws of the Company, the Plan and such other documents, records and other instruments as I have deemed appropriate for the purposes of the opinion set forth herein.

Based upon the foregoing, I am of the opinion that the Shares to be originally issued by the Company pursuant to the Plan have been duly authorized by the Company and, when issued and delivered by the Company in the manner and on the terms described in the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the Delaware General Corporation Law.

I hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such opinion, I do not thereby admit that I am acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Angélique F. M. DeSanto

Angélique F. M. DeSanto
Managing Director, General Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Investment Technology Group, Inc.:

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting which appear in the December 31, 2016 Annual Report on Form 10-K of Investment Technology Group, Inc.

/s/ KPMG LLP

August 11, 2017

New York, New York
