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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report: November 13, 2001

Date of Earliest Event Reported: November 13, 2001

INVESTMENT TECHNOLOGY GROUP, INC.

Delaware
(State of
Incorporation)

0-23644
(Commission File
Number)

95-2848406
(IRS Employer
Identification
Number)

380 Madison Avenue
New York, New York 10017
(Address of principal executive office) (Zip Code)

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

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ITEM 5. OTHER EVENTS

On November 13, 2001, Investment Technology Group, Inc. issued the press release attached hereto as Exhibit 99.1 and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

EXHIBIT DESCRIPTION

99.1 Press Release issued by Investment Technology Group, Inc. on
November 13, 2001.

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.

Dated: NOVEMBER 13, 2001

INVESTMENT TECHNOLOGY GROUP, INC.

By: /s/ HOWARD C. NAPHTALI

Howard C. Naphtali
Chief Financial Officer and
Duly Authorized Signatory of Registrant

Exhibit Index

Exhibit No.	Description
99.1	Press Release issued by Investment Technology Group, Inc. on November 13, 2001.

ITG

Investment Technology Group, Inc. 380 Madison Avenue, New York, NY 10017
(212) 588-4000

FOR IMMEDIATE RELEASE

Contact: Howard C. Naphtali
Chief Financial Officer
(212) 588-4160

ITG ANNOUNCES THREE-FOR-TWO STOCK SPLIT

NEW YORK, NOVEMBER 13, 2001 -- Investment Technology Group, Inc. (NYSE: ITG), a leading provider of technology-based equity trading services, today announced that its Board of Directors approved a three-for-two stock split. The split is effective on December 7, 2001, for shareholders of record at the close of business on November 23, 2001. The first day the stock will trade at the new value is December 10, 2001.

In lieu of issuing fractional shares, shareholders will receive a cash payment based on the average of the high and low sales prices of the common stock on the record date. This is the first stock split since ITG was spun off from Jefferies Group, Inc. on April 28, 1999. Once the split is completed, ITG will have approximately 48.6 million common shares outstanding.

"Given the doubling in ITG's share price since early December 2000, the split should help broaden the distribution of ITG stock and enhance liquidity," stated Raymond L. Killian, Jr., Chairman, President and Chief Executive Officer of ITG. "We believe that ITG's share price growth in a weak market reflects the resilience that our unique technology-driven trading model has demonstrated through the wide range of market conditions over the past year. The stock split reflects our confidence that the ITG model will continue to perform strongly for the foreseeable future."

ABOUT ITG

ITG is headquartered in New York with offices in Boston, Los Angeles, Dublin, London, Melbourne, Sydney, Tel Aviv and Toronto. As a leading provider of technology-based equity-trading services and transaction research to institutional investors and brokers, ITG services help clients to access liquidity, execute trades more efficiently, and make better trading decisions. ITG generates superior trading results for its clients through three lines of business. POSIT(R), the world's largest equity matching system,

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ITG ANNOUNCES THREE-FOR-TWO STOCK SPLIT

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allows clients to trade confidentially. The Electronic Trading Desk is recognized as one of the leading program trading operations in the U.S. ITG's leading-edge client site products allow users to implement their own trading strategies by providing direct electronic access to most sources of market liquidity. For additional information, visit itginc.com.

IN ADDITION TO HISTORICAL INFORMATION, THIS PRESS RELEASE MAY CONTAIN "FORWARD-LOOKING" STATEMENTS, AS DEFINED IN THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, THAT REFLECT MANAGEMENT'S EXPECTATIONS FOR THE FUTURE. A VARIETY OF IMPORTANT FACTORS COULD CAUSE RESULTS TO DIFFER MATERIALLY FROM SUCH STATEMENTS. THESE FACTORS INCLUDE THE COMPANY'S ABILITY TO ACHIEVE EXPECTED

FUTURE LEVELS OF SALES; THE ACTIONS OF BOTH CURRENT AND POTENTIAL NEW COMPETITORS; RAPID CHANGES IN TECHNOLOGY; FINANCIAL MARKET VOLATILITY; GENERAL ECONOMIC CONDITIONS, INTERNATIONALLY OR NATIONALLY; EVOLVING INDUSTRY REGULATION; CASH FLOWS INTO OR REDEMPTION FROM EQUITY FUNDS; EFFECTS OF INFLATION; CUSTOMER TRADING PATTERNS; AND NEW PRODUCTS AND SERVICES. THESE AND OTHER RISKS ARE DESCRIBED IN GREATER DETAIL IN THE COMPANY'S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION INCLUDING THOSE ON FORMS 10-K AND 10-Q.

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