
**UNITED STATES
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 (Date of earliest event reported): **March 8, 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.

Item 8.01 Other Events.

On March 8, 2018, Investment Technology Group, Inc. issued a press release announcing trading statistics for the month ended February 28, 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 March 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: March 8, 2018



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

NEW YORK, March 8, 2018 — ITG (NYSE: ITG), a leading independent broker and financial technology provider, today announced that February 2018 U.S. trading volume was 2.7 billion shares and average daily volume (ADV) was 144 million shares, compared to 2.8 billion shares and ADV of 132 million shares in January 2018 and 2.9 billion shares and ADV of 154 million shares in February 2017. There were 19 trading days in both February 2018 and February 2017 and 21 trading days in January 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>POSIT Alert Average Trade Size</u>	<u>POSIT Alert Avg. Trade Size Ex-Algos*</u>
February 2018	19	2,739,483,887	144,183,362	56,067,411	266	13,328,158	13,084	35,820
YTD 2018	40	5,519,313,270	137,982,832	55,204,965	281	15,050,385	14,136	36,707

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

ITG's average revenue capture per share in February 2018 was slightly below the average in the fourth quarter of 2017.

International Trading Activity

The average daily trading commissions in February 2018 in ITG's Canadian, European and Asia Pacific businesses were up approximately 17% in U.S. dollar terms on a combined basis as compared to the fourth quarter of 2017 and were up approximately 29% as compared to February 2017. On a blended international basis, there were approximately 20 trading days in February 2018, 22 trading days in January 2018 and 20 days in February 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 and are available via a downloadable spreadsheet file.

The international daily trading commissions noted above are gross of amounts deferred for commission revenues attributable to bundled arrangements for Analytics products. These deferrals are in accordance with new accounting rules, effective January 2018.

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 for more information.

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