

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Lynch Kevin J</u> <hr/> (Last) (First) (Middle) <u>ONE LIBERTY PLAZA</u> <u>165 BROADWAY</u> <hr/> (Street) <u>NEW YORK NY 10006</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INVESTMENT TECHNOLOGY GROUP, INC. [ ITG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		D		36,500 <sup>(1)</sup>	D	\$30.3	0	I	By The Lynch 2012 Irrevocable Children's Trust
Common Stock	03/01/2019		D		16,152 <sup>(2)(3)</sup>	D	\$30.3	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated as of November 6, 2018, by and among Virtu Financial, Inc., a Delaware corporation ("Virtu"), Impala Merger Sub, Inc., a Delaware corporation ("Merger Sub") and an indirect wholly owned subsidiary of Virtu, and Investment Technology Group, Inc., a Delaware corporation (the "Company"), at the effective time of the merger (the "Effective Time") of Merger Sub with and into the Company, with the Company as the surviving entity and an indirect wholly owned subsidiary of Virtu, these shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), owned by the reporting person were converted into the right to receive \$30.30 per share in cash without interest (the "Merger Consideration").
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding restricted stock unit ("RSU") and deferred share unit ("DSU") granted by the Company fully vested and converted automatically into the right to receive an amount in cash equal to the product of (i) the number of shares of Common Stock subject to such RSU or DSU immediately prior to the Effective Time and (ii) the Merger Consideration of \$30.30 per share.
- Accordingly, (i) 3,562 RSUs granted to the reporting person on June 7, 2018 under the Company's stock plan, which would have vested into Common Stock on the day immediately preceding the Company's next annual meeting of stockholders at which directors would be elected or reelected by the Company's stockholders, fully vested in connection with the Merger in exchange for a cash payment, (ii) 1,470 RSUs granted to the reporting person on April 3, 2016 as part of the initial RSU grant for newly-appointed non-employee directors, which would have vested on April 3, 2019, fully vested in connection with the Merger in exchange for a cash payment and (iii) 11,120 DSUs fully vested in connection with the Merger in exchange for a cash payment when the reporting person retired from the Board of Directors of the Company at the Effective Time.

/s/ Robert Wollin, by power of attorney filed with Form 3 dated March 10, 2016 03/05/2019

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**