

KNIGHT CAPITAL GROUP, INC.
Form 4
July 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Management Associates VI L.L.C.

2. Issuer Name and Ticker or Trading Symbol
KNIGHT CAPITAL GROUP, INC. [KCG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10154

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Price		
Class A Common Stock	07/01/2013		D ⁽¹⁾⁽²⁾	56,502,694	D ⁽¹⁾ / ₍₂₎ 0	I	See Footnotes <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(10)</u> <u>(11)</u>
Class A Common Stock	07/01/2013		D ⁽¹⁾⁽²⁾	28,666	D ⁽¹⁾ / ₍₂₎ 0	I	See Footnotes <u>(4)</u> <u>(6)</u> <u>(7)</u> <u>(10)</u> <u>(11)</u>
Class A Common Stock	07/01/2013		D ⁽¹⁾⁽²⁾	344,000	D ⁽¹⁾ / ₍₂₎ 0	I	See Footnotes <u>(5)</u> <u>(6)</u> <u>(7)</u>

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(8)	07/01/2013		D(8)	35,461	(9) (9)	Class A Common Stock	35,461

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Management Associates VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Capital Partners VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154		X		
Blackstone Family Investment Partnership VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154		X		
Blackstone Family Investment Partnership VI ESC L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154		X		

BMA VI L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE,
NEW YORK, NY 10154

BCP VI Side-By-Side GP L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE,
NEW YORK, NY 10154

Signatures

BLACKSTONE CAPITAL PARTNERS VI L.P., By: Blackstone Management Associates VI, L.L.C., its general partner, By: BMA VI, L.L.C., its managing member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/03/2013
Date
**Signature of Reporting Person

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI L.P., By: BCP VI Side-by-Side GP, L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/03/2013
Date
**Signature of Reporting Person

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI ESC L.P., By: BCP VI Side-by-Side GP, L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/03/2013
Date
**Signature of Reporting Person

BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C., By: BMA VI, L.L.C., its managing member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/03/2013
Date
**Signature of Reporting Person

BMA VI L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/03/2013
Date
**Signature of Reporting Person

BCP VI SIDE-BY-SIDE GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/03/2013
Date
**Signature of Reporting Person

Explanation of Responses:

* 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).

(1) Pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of December 19, 2012 and amended and restated as of April 15, 2013, by and among Knight Capital Group, Inc. (the "Issuer"), GETCO Holding Company, LLC, GA-GTCO, LLC and certain other parties thereto (the "Merger Agreement"), at the effective time of the merger 40,206,849, 20,398, and 244,787 of the shares of Class A Common Stock of the Issuer held by Blackstone Capital Partners VI L.P., (Continued in Footnote 2)

(2) Blackstone Family Investment Partnership VI L.P. and Blackstone Family Investment Partnership VI ESC L.P., respectively, were each cancelled and converted into the right to receive \$3.75 in cash per share and 16,295,845, 8,267 and 99,212 of the shares of Class A Common Stock held by Blackstone Capital Partners VI L.P., Blackstone Family Investment Partnership VI L.P. and Blackstone Family Investment Partnership VI ESC L.P., respectively, were cancelled and converted into the right to receive 5,431,948, 2,756 and 33,070 shares of common stock of KCG Holdings, Inc. ("KCG Holdings"), less any applicable tax withholding.

(3) Represents securities directly held by Blackstone Capital Partners VI L.P.

(4) Represents securities directly held by Blackstone Family Investment Partnership VI L.P.

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- (5) Represents securities directly held by Blackstone Family Investment Partnership VI ESC L.P. (collectively, with Blackstone Capital Partners VI L.P. and Blackstone Family Investment Partnership VI L.P., the "Blackstone Funds").
- Blackstone Management Associates VI L.L.C. is the general partner of Blackstone Capital Partners VI L.P. BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. BCP VI Side-By-Side GP L.L.C. is the general partner of Blackstone Family Investment Partnership VI L.P. and Blackstone Family Investment Partnership VI ESC L.P.
- (6) Blackstone Holdings III L.P. is the managing member and the owner of a majority in interest of BMA VI L.L.C. and the sole member of BCP VI Side-By-Side GP L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (7) Pursuant to the Merger Agreement, each Restricted Stock Unit, whether or not vested, was cancelled and converted at the effective time of the merger into the right to receive a restricted stock unit in respect of 1/3rd of a share of KCG Holdings common stock, less any applicable tax withholding.
- (8) Restricted stock units granted to Blackstone Management Partners L.L.C. pursuant to the Knight Capital Group, Inc. 2010 Equity Incentive Plan in connection with Martin Brand's service on the board of directors of the Issuer. The Blackstone Group, L.P., Blackstone Group Management L.L.C. and Mr. Schwarzman may be deemed to indirectly control Blackstone Management Partners L.L.C.
- (9) Due to the limitations of the electronic filing system, Blackstone Capital Partners VI L.P., Blackstone Family Investment Partnership VI L.P., Blackstone Family Investment Partnership VI ESC L.P., Blackstone Management Associates VI L.L.C., BMA VI L.L.C. and BCP VI Side-By-Side GP L.L.C. are filing a separate Form 4.
- (10) Each of the Reporting Persons, other than the Blackstone Funds to the extent of their direct holdings, disclaims beneficial ownership of such securities of the Issuer, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, including the Blackstone Funds, states that the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (11)

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

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