

KNIGHT CAPITAL GROUP, INC.  
Form S-8 POS  
September 28, 2010

As filed with the Securities and Exchange Commission on September 28, 2010

Registration No. 333-71421

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

**POST-EFFECTIVE AMENDMENT NO. 3 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**Knight Capital Group, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

545 Washington Boulevard

22-3689303  
(IRS Employer  
Identification Number)

**Jersey City, New Jersey 07310**

(Address of principal executive offices and zip code)

**KNIGHT CAPITAL GROUP, INC.**

**1998 LONG TERM INCENTIVE PLAN**

(Full title of the plan)

**Andrew M. Greenstein, Esq.**

**Managing Director, Deputy General Counsel and Assistant Secretary**

**Knight Capital Group, Inc.**

**545 Washington Boulevard**

**Jersey City, New Jersey 07310**

**(201) 222-9400**

(Name, address and telephone number, including area code, of agent for service)

*With copies to:*

**Michael A. Katz, Esq.**

**Sullivan & Cromwell LLP**

**125 Broad St.**

**New York, New York 10004**

**(212) 558-4000**

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

Large accelerated filer

Accelerated Filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

Knight Capital Group, Inc., a Delaware corporation (the Registrant ), is filing this Post-Effective Amendment No. 3 to Form S-8 Registration Statement to deregister certain securities originally registered by the Registrant pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission ) on January 29, 1999, and amended on January 12, 2000 and July 23, 2003 (Registration No. 333-71421) (the 1999 Registration Statement ), pursuant to which the Registrant registered 27,291,000 shares of the Registrant's Class A common stock, \$0.01 par value per share (the Common Stock ) for issuance pursuant to the Knight Capital Group, Inc. 1998 Long Term Incentive Plan (the 1998 Plan ).

On May 12, 2010, at the 2010 Annual Meeting of Stockholders of the Registrant, the Registrant's stockholders approved the Knight Capital Group, Inc. 2010 Equity Incentive Plan (the 2010 Plan ), which the Registrant's Board of Directors had previously approved, subject to such stockholder approval. The 2010 Plan provides, among other things, that a maximum of 10,580,044 shares of Common Stock is reserved for issuance under the 2010 Plan (subject to equitable adjustment in the event of a change in the Registrant's capitalization), which includes 961,228 shares of the Registrant's Common Stock that are authorized to be issued under the 1998 Plan and that, as of April 1, 2010, have not been issued and are not subject to outstanding awards granted under the 1998 Plan (the Unused 1998 Plan Shares ). Upon stockholder approval of the 2010 Plan, the 2010 Plan replaced the 1998 Plan and certain other of the Registrant's equity-based compensation plans and no additional awards will be made under the 1998 Plan or such other plans. Therefore, in accordance with the undertaking contained in the 1999 Registration Statement, the Unused 1998 Plan Shares, which were previously registered under the 1999 Registration Statement, but not issued under the 1998 Plan, are hereby deregistered. The 1999 Registration Statement will remain in effect, however, to cover the potential issuance of shares of Common Stock pursuant to outstanding awards granted under the 1998 Plan prior to April 1, 2010.

The Registrant is concurrently filing a separate Registration Statement on Form S-8 to register 10,580,044 shares of Common Stock for offer or sale pursuant to the 2010 Plan, including the Unused 1998 Plan Shares and the unused shares from the Registrant's other equity-based compensation plans replaced by the 2010 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 3 to the 1999 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jersey City, State of New Jersey, on September 28, 2010.

**KNIGHT CAPITAL GROUP, INC.**

By: /s/ THOMAS M. JOYCE  
Name: **Thomas M. Joyce**  
Title: **Chairman of the Board and Chief Executive Officer**

**POWER OF ATTORNEY**

Each of the undersigned directors and officers of the Registrant hereby severally constitute and appoint each of Thomas M. Joyce and Steven Bisgay, as attorneys-in-fact for the undersigned, in any and all capacities, with full power of substitution, to sign any and all amendments to this registration statement, and to file the same with exhibits thereto and other documents in connection therewith, including any registration statement or post-effective amendment filed pursuant to Rule 462(b) under the Securities Act, with the SEC, granting unto said attorneys-in-fact, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed as of the 28th day of September, 2010 by the following persons in the capacities indicated.

<b>Signature</b>	<b>Title</b>
/s/ THOMAS M. JOYCE <b>Thomas M. Joyce</b>	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ STEVEN BISGAY <b>Steven Bisgay</b>	Chief Financial Officer (Principal Financial and Accounting Officer)

/s/ WILLIAM L. BOLSTER

**William L. Bolster**

Director

/s/ JAMES W. LEWIS

**James W. Lewis**

Director

/s/ THOMAS C. LOCKBURNER

**Thomas C. Lockburner**

Director

/s/ JAMES T. MILDE

**James T. Milde**

Director

/s/ CHRISTOPHER C. QUICK

**Christopher C. Quick**

Director

/s/ LAURIE M. SHAHON

**Laurie M. Shahon**

Director