

KNIGHT CAPITAL GROUP, INC.
Form 4
August 30, 2012

FORM 4

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

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 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 *
JEFFERIES GROUP INC /DE/

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)
520 MADISON AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2012

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 08/29/2012 | | C(1) | | 65,000,032 | A | (1) 65,000,032 |
| Class A Common Stock | 08/29/2012 | | C(1) | | 16,250,008 | A | (1) 16,250,008 |

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

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(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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Series A-2 Convertible Preferred Stock | (4) | 08/29/2012 | | C(5) | 77,599 | 08/13/2012 | (4) | Series A-2 Convertible Preferred Stock |
| Series A-2 Convertible Preferred Stock | (4) | 08/29/2012 | | C(5) | 19,400 | 08/13/2012 | (4) | Series A-1 Convertible Preferred Stock |
| Series A-1 Convertible Preferred Stock | (4) | 08/29/2012 | | C(5) | 77,599 | 08/13/2012 | (4) | Class A Common Stock |
| Series A-1 Convertible Preferred Stock | (4) | 08/29/2012 | | C(5) | 19,400 | 08/13/2012 | (4) | Class A Common Stock |
| Series A-1 Convertible Preferred Stock | (6) | 08/29/2012 | | C(1) | 97,500 | 08/13/2012 | (6) | Class A Common Stock |
| Series A-1 Convertible Preferred Stock | (6) | 08/29/2012 | | C(1) | 24,375 | 08/13/2012 | (6) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JEFFERIES GROUP INC /DE/ 520 MADISON AVENUE NEW YORK, NY 10022 | | X | | |
| JEFFERIES & COMPANY, INC. 520 MADISON AVE. NEW YORK, NY 10022 | | X | | |

Jefferies High Yield Holdings, LLC
 THE METRO CENTER, ONE STATION PLACE X
 THREE NORTH
 STAMFORD, CT 06902

Jefferies High Yield Trading, LLC
 THE METRO CENTER X
 ONE STATION PLACE, THREE NORTH
 STAMFORD, CT 06902

Signatures

/s/ Roland T. Kelly, Assistant Secretary 08/30/2012

__Signature of Reporting Person Date

/s/ Roland T. Kelly, MD and Associate General Counsel 08/30/2012

__Signature of Reporting Person Date

/s/ Roland T. Kelly, Authorized Person 08/30/2012

__Signature of Reporting Person Date

/s/ Roland T. Kelly, Assistant Secretary 08/30/2012

__Signature of Reporting Person Date

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) Conversion of shares of Series A-1 Convertible Preferred Stock into Class A Common Stock pursuant to Rule 16b-6 for no additional consideration.

(2) Represents shares directly held by Jefferies & Company, Inc. The Reporting Persons disclaim beneficial ownership over such shares, except to the extent of their pecuniary interests.

(3) Represents shares directly held by Jefferies High Yield Trading, LLC. The Reporting Persons disclaim beneficial ownership over such shares, except to the extent of their pecuniary interests.

(4) Shares of Series A-2 will be convertible at the option of the holder into shares of Series A-1 on a one-for-one basis upon delivery of a written notice of conversion and a certification that all required regulatory approvals have been obtained and all applicable waiting periods have expired. The Series A-1 and A-2 have no expiration dates.

(5) Conversion of shares of Series A-2 Convertible Preferred Stock into Series A-1 Convertible Preferred Stock pursuant to Rule 16b-6 for no additional consideration.

(6) Shares of Series A-1 are convertible at the option of the holder into shares of Class A Common Stock at a conversion rate of 666.667 shares of Class A Common Stock for each share of Series A-1. The Series A-1 has no expiration date.

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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