

KNIGHT CAPITAL GROUP, INC.
 Form 4
 August 20, 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 *
 GETCO Holding Company, LLC

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)

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

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

350 N. ORLEANS STREET

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

(Street)

CHICAGO, IL 60654

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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 control number.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|---|------|---|------------|------------|---------------------|--------------------|---|--|
| Series A-2 Convertible Preferred Stock | <u>(1)</u> | 08/16/2012 | S | 2,187 | | | <u>(1)</u> | <u>(1)</u> | | | Series A-1 Convertible Preferred Stock | 2,187 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GETCO Holding Company, LLC 350 N. ORLEANS STREET CHICAGO, IL 60654 | | X | | |
| GETCO Strategic Investments, LLC 350 N. ORLEANS STREET CHICAGO, IL 60654 | | X | | |

Signatures

/s/ Alex Sadowski, Authorized Signatory
08/20/2012
**Signature of Reporting Person Date

/s/ Alex Sadowski, Authorized Signatory
08/20/2012
**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).

Shares of Series A-2 Convertible Preferred Stock will be convertible at the option of the holder into shares of Series A-1 Convertible Preferred Stock on a 1-for-1 basis at any time upon certifying that all required regulatory approvals have been obtained. In addition, if the closing price of the Class A Common Stock exceeds 200% of the then applicable conversion price for 60 consecutive trading days, all of the outstanding shares of Series A-2 Convertible Preferred Stock will mandatorily convert into shares of Class A Common Stock at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-2 Convertible Preferred Stock (subject to customary anti-dilution adjustments), which reflects an approximate initial conversion price of \$1.50 per share of Class A Common Stock. The Series A-2 Convertible Preferred Stock has no expiration date.

Shares of Series A-1 Convertible Preferred Stock are convertible at the option of the holder into shares of Class A Common Stock at a ratio of 666.667 shares of Class A Common Stock for each share of Series A-1 Convertible Preferred Stock, subject to customary anti-dilution adjustments. Based on this conversion ratio, the 67,900 shares of Series A-1 Convertible Preferred Stock entitle the Reporting Persons to receive approximately 45,266,689 shares of Class A Common Stock on a fully-converted basis.

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- (3) These shares of Series A-2 Convertible Preferred Stock are directly held by GETCO Strategic Investments, LLC. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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