

Interactive Brokers Group, Inc.  
Form SC 13D/A  
January 08, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**Interactive Brokers Group, Inc.**

(Name of Issuer)

Class A common stock, par value \$0.01 per share

(Title of Class of Securities)

45841N107

(CUSIP Number)

Frederic D. Fenton

c/o Technology Crossover Ventures

528 Ramona Street

Palo Alto, California 94301

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(650) 614-8200

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

January 4, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS:

TCV VI, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF 8 1,249,895 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH 10 1,249,895 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

-0- SHARES OF COMMON STOCK

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,249,895 SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

2.63%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TCV VII, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF 8 1,923,292 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH 10 1,923,292 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

-0- SHARES OF COMMON STOCK

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,923,292 SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

4.05%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

**1** NAMES OF REPORTING PERSONS:

TCV VII (A), L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**3** (a)  (b)   
SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

**7** SOLE VOTING POWER:

NUMBER OF **8** 998,812 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

**9** -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH **10** 998,812 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

**11** -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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998,812 SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

2.10%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.



**1** NAMES OF REPORTING PERSONS:

TCV MEMBER FUND, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

**7** SOLE VOTING POWER:

NUMBER OF **8** 28,001 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

**9** -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH **10** 28,001 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

**11** -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

28,001 SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TECHNOLOGY CROSSOVER MANAGEMENT VI, L.L.C.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF 8 1,260,000 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH 10 1,260,000 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

12 1,260,000 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 2.65%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF 8 2,922,104 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH 10 2,922,104 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,922,104 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

6.15%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TECHNOLOGY CROSSOVER MANAGEMENT VII, LTD.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES 8 2,940,000 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY  
EACH 9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

REPORTING

PERSON 10 2,940,000 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:  
WITH

-0- SHARES OF COMMON STOCK

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,940,000 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

6.19%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS:

TCV VI MANAGEMENT, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF 8 508 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH 10 508 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

508 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TCV VII MANAGEMENT, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF 8 2,032 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER:

SHARES  
BENEFICIALLY  
OWNED BY

9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER:

EACH  
REPORTING  
PERSON

WITH 10 2,032 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,032 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

JAY C. HOAG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES

8 -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

EACH

9 4,202,540 SHARES OF COMMON STOCK (A)  
SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH

10 -0- SHARES OF COMMON STOCK  
SHARED DISPOSITIVE POWER:

11 4,202,540 SHARES OF COMMON STOCK (A)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

12 4,202,540 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

8.85%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

**1** NAMES OF REPORTING PERSONS:

RICHARD H. KIMBALL

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF

SHARES **8** -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY **9** 4,202,540 SHARES OF COMMON STOCK (A)  
EACH SOLE DISPOSITIVE POWER:

REPORTING

PERSON **10** -0- SHARES OF COMMON STOCK  
WITH SHARED DISPOSITIVE POWER:

4,202,540 SHARES OF COMMON STOCK (A)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,202,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

8.85%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS:

JOHN L. DREW

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES 8 -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 4,202,540 SHARES OF COMMON STOCK (A)  
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 10 -0- SHARES OF COMMON STOCK  
SHARED DISPOSITIVE POWER:

WITH

4,202,540 SHARES OF COMMON STOCK (A)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,202,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

8.85%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

**1** NAMES OF REPORTING PERSONS:

JON Q. REYNOLDS, JR.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF

SHARES **8** -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY **9** 4,202,540 SHARES OF COMMON STOCK (A)  
EACH SOLE DISPOSITIVE POWER:

REPORTING

PERSON **10** -0- SHARES OF COMMON STOCK  
SHARED DISPOSITIVE POWER:

WITH

4,202,540 SHARES OF COMMON STOCK (A)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,202,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

8.85%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

**1** NAMES OF REPORTING PERSONS:

ROBERT W. TRUDEAU

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF

SHARES **8** -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY **9** 4,202,540 SHARES OF COMMON STOCK (A)  
EACH SOLE DISPOSITIVE POWER:

REPORTING

PERSON **10** -0- SHARES OF COMMON STOCK  
WITH SHARED DISPOSITIVE POWER:

4,202,540 SHARES OF COMMON STOCK (A)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,202,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

8.85%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

CHRISTOPHER P. MARSHALL

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES 8 -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 2,942,032 SHARES OF COMMON STOCK (A)  
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 10 -0- SHARES OF COMMON STOCK  
WITH SHARED DISPOSITIVE POWER:

2,942,032 SHARES OF COMMON STOCK (A)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,942,032 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

6.20%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.



**1** NAMES OF REPORTING PERSONS:

TIMOTHY P. MCADAM

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF

SHARES **8** -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY **9** 2,940,000 SHARES OF COMMON STOCK (A)  
EACH SOLE DISPOSITIVE POWER:

REPORTING

PERSON **10** -0- SHARES OF COMMON STOCK  
WITH SHARED DISPOSITIVE POWER:

2,940,000 SHARES OF COMMON STOCK (A)

Edgar Filing: Interactive Brokers Group, Inc. - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,940,000 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

6.19%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

**1** NAMES OF REPORTING PERSONS:

JOHN C. ROSENBERG

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF

SHARES **8** -0- SHARES OF COMMON STOCK  
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY **9** 2,940,000 SHARES OF COMMON STOCK (A)  
EACH SOLE DISPOSITIVE POWER:

REPORTING

PERSON **10** -0- SHARES OF COMMON STOCK  
WITH SHARED DISPOSITIVE POWER:

2,940,000 SHARES OF COMMON STOCK (A)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,940,000 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

6.19%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

**1** NAMES OF REPORTING PERSONS:

DAVID L. YUAN

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF

SHARES **8** -0- SHARES OF COMMON STOCK  
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PERSON **10** -0- SHARES OF COMMON STOCK  
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..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

6.19%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

---

**ITEM 1. SECURITY AND ISSUER.**

This statement relates to shares of Class A common stock, par value \$0.01 per share (the Common Stock), of Interactive Brokers Group, Inc., a Delaware corporation (IBG or the Company). The Company's principal executive offices are located at One Pickwick Plaza, Greenwich, Connecticut 06830.

**ITEM 2. IDENTITY AND BACKGROUND.**

(a)-(c), (f). This statement is being filed by (1) TCV VI, L.P., a Delaware limited partnership (TCV VI), (2) TCV VII, L.P., a Cayman Islands exempted limited partnership (TCV VII), (3) TCV VII (A), L.P., a Cayman Islands exempted limited partnership (TCV VII(A)), (4) TCV Member Fund, L.P., a Cayman Islands exempted limited partnership (Member Fund) and, together with TCV VI, TCV VII and TCV VII(A), the Purchasers, (5) Technology Crossover Management VI, L.L.C., a Delaware limited liability company (Management VI), (6) Technology Crossover Management VII, L.P., a Cayman Islands exempted limited partnership (Management VII), (7) Technology Crossover Management VII, Ltd., a Cayman Islands exempted company (TCM VII), (8) TCV VI Management, LLC, a Delaware limited liability company (TCV VI Management), (9) TCV VII Management, LLC, a Delaware limited liability company (TCV VII Management), (10) Jay C. Hoag (Mr. Hoag), (11) Richard H. Kimball (Mr. Kimball), (12) John L. Drew (Mr. Drew), (13) Jon Q. Reynolds, Jr. (Mr. Reynolds), (14) Robert W. Trudeau (Mr. Trudeau), (15) Christopher P. Marshall (Mr. Marshall), (16) Timothy P. McAdam (Mr. McAdam), (17) John C. Rosenberg (Mr. Rosenberg) and (18) David L. Yuan (Mr. Yuan). TCV VI, TCV VII, TCV VII(A), Member Fund, Management VI, Management VII, TCM VII, TCV VI Management, TCV VII Management, Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Trudeau, Mr. Marshall, Mr. McAdam, Mr. Rosenberg and Mr. Yuan are sometimes collectively referred to herein as the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this statement is incorporated herein by reference as Exhibit I hereto.

TCV VI, TCV VII, TCV VII(A), Member Fund, Management VI, Management VII, TCV VI Management, TCV VII Management and TCM VII (collectively, the TCV Entities) are each principally engaged in the business of investing in securities of privately and publicly held companies. Management VI is the sole general partner of TCV VI and a general partner of Member Fund. Management VII is the direct general partner of TCV VII and TCV VII(A). TCM VII is the direct general partner of Management VII, the ultimate general partner of TCV VII and TCV VII(A) and a general partner of Member Fund. The address of the principal business and office of each of the TCV Entities is 528 Ramona Street, Palo Alto, California 94301.

Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds and Mr. Trudeau are members of TCV VI Management and, together with Mr. Marshall, are members of TCV VII Management. Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds and Mr. Trudeau (collectively the Management VI Members) are the Class A Members of Management VI and, together with Mr. Marshall, Mr. McAdam, Mr. Rosenberg and Mr. Yuan (collectively, the TCM VII Directors), are the Class A Directors of TCM VII. The TCM VII Directors are each United States citizens and the present principal occupation of each is as a venture capital investor. The business address of each of the TCM VII Directors is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of the Reporting Persons has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

Not applicable.

**ITEM 4. PURPOSE OF TRANSACTION.**

On April 26, 2012, Mr. Trudeau resigned from the board of directors of the Company.

The Reporting Persons acquired the securities referenced in Item 5 for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Common Stock in the open market, in connection with issuances by the Company or sales by other stockholders in transactions registered under the Securities Act of 1933, as amended, in privately negotiated transactions or otherwise and/or retain and/or sell or otherwise dispose of all or a portion of their shares in the open market, through transactions registered under the Securities Act, through privately negotiated transactions or through distributions to their respective partners or otherwise. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Common Stock; general market and economic conditions; ongoing evaluation of the Company's business, financial condition, operating results and prospects; the relative attractiveness of alternative business and investment opportunities; and other future developments. Subject to these factors, the Reporting Persons are continuing to evaluate sales or dispositions of additional shares of

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Common Stock in the short term, which may result in the sale or disposition of all or any portion of such shares or the Reporting Persons no longer owning five percent (5%) of the Class A Common Stock of the Company.

Except as set forth above and in the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities filed on July 10, 2009 (which is incorporated by reference herein, including Amendment No. 1 thereto filed on July 31, 2009 and Amendment No. 2 thereto filed on August 24, 2009) (the "Original 13D"), the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.



**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

(a), (b). As of the close of business on January 7, 2013, the Reporting Persons owned directly and/or indirectly the following shares:

Name of Investor	Number of Total Shares	Percentage of Outstanding Shares(*)
TCV VI	1,249,895(**)	2.63%
TCV VII	1,923,292(**)	4.05%
TCV VII (A)	998,812(**)	2.10%
Member Fund	28,001(**)	Less than 1%
Management VI	1,260,000(**)	2.65%
Management VII	2,922,104(**)	6.15%
TCM VII	2,940,000(**)	6.19%
TCV VI Management	508(**)	Less than 1%
TCV VII Management	2,032(**)	Less than 1%
Mr. Hoag	4,202,540(**)	8.85%
Mr. Kimball	4,202,540(**)	8.85%
Mr. Drew	4,202,540(**)	8.85%
Mr. Reynolds	4,202,540(**)	8.85%
Mr. Trudeau	4,202,540(**)	8.85%
Mr. Marshall	2,942,032(**)	6.20%
Mr. McAdam	2,940,000(**)	6.19%
Mr. Rosenberg	2,940,000(**)	6.19%
Mr. Yuan	2,940,000(**)	6.19%

(\*) all percentages in this table are based on 47,488,923 shares of Common Stock of the Company outstanding as of November 9, 2012, as reported on the Company's Form 10-Q as filed with the Securities and Exchange Commission on November 9, 2012.

(\*\*) Certain Reporting Persons disclaim beneficial ownership as set forth below.

Each of the Purchasers has the sole power to dispose or direct the disposition of the shares which it holds directly, and has the sole power to vote or direct the vote of such shares.

Management VI, as the general partner of TCV VI and a general partner of the Member Fund, may also be deemed to have the sole power to dispose or direct the disposition of the shares held by TCV VI and certain of the shares held by Member Fund and have the sole power to direct the vote of such shares. Management VI disclaims beneficial ownership of the securities owned by TCV VI and Member Fund except to the extent of its pecuniary interest therein.

The Management VI Members are Class A Members of Management VI. Under the operating agreement of Management VI, the Class A Members have the shared power to dispose or direct the disposition of the shares held by TCV VI and certain of the shares held by Member Fund and have the shared power to direct the vote of such shares. Each of the Management VI Members disclaims beneficial ownership of the securities owned by Management VI, TCV VI and Member Fund except to the extent of their respective pecuniary interest therein.

TCM VII, as the ultimate general partner of TCV VII and TCV VII(A) and a general partner of the Member Fund, and Management VII, as the direct general partner of TCV VII and TCV VII(A), may also be deemed to have the sole power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and, with respect to TCM VII, certain of the shares held by Member Fund and have the sole power to direct the vote of such shares. Each of TCM VII and Management VII disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein.

The TCM VII Directors are Class A Directors of TCM VII. Under the memorandum and articles of association of TCM VII, the Class A Directors have the shared power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and certain of the shares held by Member Fund and the shared power to direct the vote of such shares. Each of the TCM VII Directors disclaims beneficial ownership of the securities owned by TCM VII, Management VII, TCV VII, TCV VII(A) and Member Fund except to the extent of their respective pecuniary interest therein.

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The Management VI Members are also members of TCV VI Management. Under the operating agreement of TCV VI Management, the Management VI Members have the shared power to dispose or direct the disposition of the shares held by TCV VI Management. Each of the Management VI Members disclaims beneficial ownership of the securities owned by TCV VI Management except to the extent of his respective pecuniary interest therein.

The Management VI Members and Mr. Marshall are also members of TCV VII Management. Under the operating agreement of TCV VII Management, the Management VI Members and Mr. Marshall have the shared power to dispose or direct the disposition of the shares held by TCV VII Management. Each of the Management VI Members and Mr. Marshall disclaims beneficial ownership of the securities owned by TCV VII Management except to the extent of his respective pecuniary interest therein.

The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) (b), each of the Reporting Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Reporting Person.

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(c). Between December 19, 2012 and January 7, 2013, the TCV Funds sold an aggregate of 800,000 shares of Common Stock in the amounts and at the prices listed below in open market transactions:

Name of Seller	Date of Sale	Aggregate Number of Shares Sold	Per Share Selling Price
TCV VI	12/19/2012	29,759	\$ 14.1613 (1)
TCV VII	12/19/2012	45,793	\$ 14.1613 (1)
TCV VII(A)	12/19/2012	23,781	\$ 14.1613 (1)
Member Fund	12/19/2012	667	\$ 14.1613 (1)
TCV VI	12/20/2012	59,519	\$ 14.1166(2)
TCV VII	12/20/2012	91,586	\$ 14.1166(2)
TCV VII(A)	12/20/2012	47,562	\$ 14.1166(2)
Member Fund	12/20/2012	1,333	\$ 14.1166(2)
TCV VI	12/21/2012	44,639	\$ 13.951(3)
TCV VII	12/21/2012	68,689	\$ 13.951(3)
TCV VII(A)	12/21/2012	35,672	\$ 13.951(3)
Member Fund	12/21/2012	1,000	\$ 13.951(3)
TCV VI	1/4/2013	44,639	\$ 14.0708(4)
TCV VII	1/4/2013	68,689	\$ 14.0708(4)
TCV VII(A)	1/4/2013	35,672	\$ 14.0708(4)
Member Fund	1/4/2013	1,000	\$ 14.0708(4)
TCV VI	1/7/2013	59,519	\$ 14.1962(5)
TCV VII	1/7/2013	91,586	\$ 14.1962(5)
TCV VII(A)	1/7/2013	47,562	\$ 14.1962(5)
Member Fund	1/7/2013	1,333	\$ 14.1962(5)

- (1) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.0900 to \$14.3650 per share.
- (2) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$13.9700 to \$14.2300 per share.
- (3) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$13.9400 to \$14.0150 per share.
- (4) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.0500 to \$14.1500 per share.
- (5) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.1800 to \$14.2900.

(d). Except as set forth herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock.

(e). Not applicable.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as set forth herein, none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of Company, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Joint Filing Agreement dated January 7, 2013

Exhibit 2 Statement Appointing Designated Filer and Authorized Signatories dated July 10, 2009 (incorporated by reference from Exhibit 2 to Schedule 13D relating to the Common Stock of Interactive Brokers Group, Inc. filed on July 10, 2009)

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Exhibit 3 Statement Appointing Designated Filer and Authorized Signatories dated August 6, 2010 (incorporated by reference to Exhibit 5 to the Schedule 13D relating to the common stock of Green Dot Corporation filed on August 6, 2010).

Exhibit 4 Statement Appointing Designated Filer and Authorized Signatories dated December 31, 2010 (incorporated by reference to Exhibit 6 to the Schedule 13D relating to the common stock of K12 Inc. filed on May 5, 2011).

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 7, 2013

**TCV VI, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VII (A), L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV MEMBER FUND, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VI, L.L.C.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VII, LTD.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VI MANAGEMENT, L.L.C.**

By: */s/ Frederic D. Fenton*

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Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VII MANAGEMENT, L.L.C.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JAY C. HOAG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**RICHARD H. KIMBALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JOHN L. DREW**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JON Q. REYNOLDS, JR.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**ROBERT W. TRUDEAU**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**CHRISTOPHER P. MARSHALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TIMOTHY P. MCADAM**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JOHN C. ROSENBERG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**DAVID L. YUAN**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
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**EXHIBIT INDEX**

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