

KNIGHT CAPITAL GROUP, INC.

Form 425

February 21, 2013

Filed by Knight Capital Group, Inc.,

Pursuant to Rule 425 under the

Securities Act of 1933, as amended and

deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Companies:

Knight Capital Group, Inc. (Commission File No. 001-14223)

Knight Holdco, Inc. (Commission File No. 333-186624)

The filing, which includes the Joint Press Release issued by Knight Capital Group, Inc. and GETCO Holding Company, LLC on February 20, 2013 may contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements are typically identified by words such as believe, expect, anticipate, intend, target, estimate, continue, prospects or potential, by future conditional verbs such as will, would, should, could or may, or by variations of such words or by similar expressions. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about the parties' industry, management beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, readers are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict including, without limitation, risks associated with the August 1, 2012 technology issue at Knight that resulted in Knight sending numerous erroneous orders in NYSE-listed and NYSE Arca securities into the market and the impact to Knight's capital structure and business as well as actions taken in response thereto and consequences thereof, risks associated with Knight's ability to recover all or a portion of the damages that are attributable to the manner in which NASDAQ OMX handled the Facebook IPO, risks associated with changes in market structure, legislative, regulatory or financial reporting rules, risks associated with past or future changes to organizational structure and management and the costs, integration, performance and operation of businesses previously acquired or developed organically, or that may be acquired or developed organically in the future. Readers should carefully review the risks and uncertainties disclosed in Knight's reports with the SEC, including, without limitation, those detailed under Certain Factors Affecting Results of Operations and Risk Factors in Knight's Annual Report on Form 10-K for the year-ended December 31, 2011 and in Knight's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, and in other reports or documents Knight or KCG files with, or furnishes to, the SEC from time to time and those detailed in the Joint Proxy Statement / Prospectus under the heading Cautionary Statement Regarding Forward Looking Information and Risk Factors, among others.

In addition to factors previously disclosed in Knight's reports filed with the SEC and those identified elsewhere in this filing, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the mergers, including approval by Knight and GETCO stockholders, on the expected terms and schedule; delay in closing the

mergers; difficulties and delays in integrating the Knight and GETCO businesses or fully realizing cost savings and other benefits; business disruption following the mergers; the inability to sustain revenue and earnings growth; customer and client actions; and the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures.

The following presentation was made to employees on February 20, 2013:

©
2013 GETCO Proprietary and Confidential
1
INTEGRATION UPDATE
Knight & GETCO
February 2013

©

2013 GETCO Proprietary and Confidential

2

CAUTIONARY STATEMENT REGARDING
FORWARD LOOKING STATEMENTS

CERTAIN STATEMENTS CONTAINED HEREIN MAY CONSTITUTE "FORWARD-LOOKING STATEMENTS" WITHIN THE
PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. FORWARD-LOOKING STATEMENTS ARE TYPICAL

SUCH AS BELIEVE, EXPECT, ANTICIPATE, INTEND, TARGET, ESTIMATE, CONTINUE, POSITIVE POTENTIAL, BY FUTURE CONDITIONAL VERBS SUCH AS WILL, WOULD, SHOULD, COULD OR INSTEAD OF SUCH WORDS OR BY SIMILAR EXPRESSIONS. THESE "FORWARD-LOOKING STATEMENTS" ARE NOT HISTORICAL AND ARE BASED ON CURRENT EXPECTATIONS, ESTIMATES AND PROJECTIONS ABOUT THE PARTIES' INDUSTRY, MARKET, BELIEFS AND CERTAIN ASSUMPTIONS MADE BY MANAGEMENT, MANY OF WHICH, BY THEIR NATURE, ARE SUBJECT TO RISKS AND BEYOND OUR CONTROL. ACCORDINGLY, READERS ARE CAUTIONED THAT ANY SUCH FORWARD-LOOKING STATEMENTS DO NOT GUARANTEE FUTURE PERFORMANCE AND ARE SUBJECT TO CERTAIN RISKS, UNCERTAINTIES AND CHANGES THAT ARE DIFFICULT TO PREDICT INCLUDING, WITHOUT LIMITATION, RISKS ASSOCIATED WITH THE AUGUST 1, 2012 RECALL AT KNIGHT THAT RESULTED IN KNIGHT SENDING NUMEROUS ERRONEOUS ORDERS IN NYSE-LISTED AND NASDAQ LISTED STOCKS INTO THE MARKET AND THE IMPACT TO KNIGHT'S CAPITAL STRUCTURE AND BUSINESS AS WELL AS ACTING AS A CATALYST FOR A MARKET RESPONSE THERETO AND CONSEQUENCES THEREOF, RISKS ASSOCIATED WITH KNIGHT'S ABILITY TO RECOVER AND REIMBURSEMENT OF THE DAMAGES THAT ARE ATTRIBUTABLE TO THE MANNER IN WHICH NASDAQ OMX HANDLE SUCH SITUATIONS, RISKS ASSOCIATED WITH CHANGES IN MARKET STRUCTURE, LEGISLATIVE, REGULATORY OR FINANCIAL MARKET CONDITIONS, RISKS ASSOCIATED WITH PAST OR FUTURE CHANGES TO ORGANIZATIONAL STRUCTURE AND MANAGEMENT, RISKS ASSOCIATED WITH INTEGRATION, PERFORMANCE AND OPERATION OF BUSINESSES PREVIOUSLY ACQUIRED OR DEVELOPED OR THAT MAY BE ACQUIRED OR DEVELOPED ORGANICALLY IN THE FUTURE. READERS SHOULD CAREFULLY REVIEW THE UNCERTAINTIES DISCLOSED IN KNIGHT'S REPORTS WITH THE SEC, INCLUDING, WITHOUT LIMITATION, THE "CERTAIN FACTORS AFFECTING RESULTS OF OPERATIONS" AND "RISK FACTORS" IN KNIGHT'S ANNUAL REPORT ON FORM 10-K FOR THE YEAR-ENDED DECEMBER 31, 2011 AND IN KNIGHT'S QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2012, AND IN OTHER REPORTS OR DOCUMENTS KNIGHT OR KCG FILES WITH, OR FURNISHES TO INVESTORS FROM TIME TO TIME AND THOSE DETAILED IN THE JOINT PROXY STATEMENT / PROSPECTUS UNDER THE HEADLINE "STATEMENT REGARDING FORWARD LOOKING INFORMATION AND RISK FACTORS", AMONG OTHERS. IN ADDITION TO FACTORS PREVIOUSLY DISCLOSED IN KNIGHT'S REPORTS FILED WITH THE SEC AND THOSE DISCLOSED ELSEWHERE IN THIS FILING, THE FOLLOWING FACTORS AMONG OTHERS, COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM FORWARD-LOOKING STATEMENTS OR HISTORICAL PERFORMANCE: ABILITY TO OBTAIN NECESSARY APPROVALS AND MEET OTHER CLOSING CONDITIONS TO THE MERGERS, INCLUDING APPROVAL BY KNIGHT'S STOCKHOLDERS, ON THE EXPECTED TERMS AND SCHEDULE; DELAY IN CLOSING THE MERGERS; DIFFICULTY IN INTEGRATING THE KNIGHT AND GETCO BUSINESSES OR FULLY REALIZING COST SAVINGS AND OTHER BENEFITS; BUSINESS DISRUPTION FOLLOWING THE MERGERS; THE INABILITY TO SUSTAIN REVENUE AND EARNINGS GROWTH; UNEXPECTED ACTIONS; AND THE INABILITY TO REALIZE COST SAVINGS OR REVENUES OR TO IMPLEMENT INTEGRATION. THE ABOVE CONSEQUENCES ASSOCIATED WITH MERGERS, ACQUISITIONS AND DIVESTITURES.

©
2013 GETCO Proprietary and Confidential
3
ADDITIONAL
INFORMATION
AND
WHERE

TO
FIND
IT
AND
PARTICIPANTS
IN
THE
SOLICITATION
ADDITIONAL
INFORMATION
AND
WHERE
TO
FIND
IT
THIS
COMMUNICATION
IS
NOT
A
SOLICITATION
OF
A
PROXY
FROM
ANY
STOCKHOLDER
OF
KNIGHT
OR
GETCO.
IN
CONNECTION
WITH
THE
AGREEMENT
AND
PLAN
OF
MERGER
AMONG
KNIGHT,
GETCO
AND
GA-GTCO, LLC

(THE MERGER AGREEMENT), KNIGHT HOLDCO, INC. (KCG) FILED WITH THE SEC, ON FEBRUARY 12, 2014, THAT INCLUDES A PRELIMINARY JOINT PROXY STATEMENT OF KNIGHT AND GETCO AND A PRELIMINARY PROSPECTUS WITH THE JOINT PROXY STATEMENT, AS AMENDED, THE JOINT PROXY STATEMENT/PROSPECTUS), AS WELL AS THE JOINT PROXY STATEMENT/PROSPECTUS CONCERNING THE PROPOSED TRANSACTION. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT

DOCUMENTS

FILED

WITH

THE

SEC

WHEN

THEY

BECOME

AVAILABLE

BECAUSE

THEY

WILL

CONTAIN

IMPORTANT

INFORMATION

ABOUT

KNIGHT, GETCO,

KCG AND THE PROPOSED TRANSACTION. THE FORM S-4, INCLUDING THE JOINT PROXY STATEMENT / PROS

MATERIALS (WHEN THEY BECOME AVAILABLE), AND ANY OTHER DOCUMENTS FILED BY GETCO, KCG OR

FREE OF CHARGE AT THE SEC'S WEB SITE AT WWW.SEC.GOV. IN ADDITION, INVESTORS AND SECURITY H

THE

DOCUMENTS

FILED

WITH

THE

SEC

BY

DIRECTING

A

WRITTEN

REQUEST

TO

INVESTOR

RELATIONS,

KNIGHT

CAPITAL

GROUP,

545

WASHINGTON

BOULEVARD,

JERSEY

CITY,

NJ

07310

IN

THE

CASE

OF

KNIGHT,

OR

BY
ACCESSING
KNIGHT'S
WEBSITE
AT
WWW.KNIGHT.COM
UNDER
THE
HEADING
INVESTOR
RELATIONS
AND
THEN
UNDER
SEC
FILINGS.
PARTICIPANTS
IN
THE
SOLICITATION
GETCO,
KNIGHT
AND
KCG
AND
THEIR
RESPECTIVE
EXECUTIVE
OFFICERS
AND
DIRECTORS
MAY
BE
DEEMED
TO
BE
PARTICIPANTS
IN
THE
SOLICITATION
OF
PROXIES
FROM
THE
SECURITY
HOLDERS
OF
KNIGHT
IN
CONNECTION WITH THE

PROPOSED TRANSACTION. INFORMATION ABOUT KNIGHT'S DIRECTORS AND EXECUTIVE OFFICERS IS AVAILABLE IN THE JOINT PROXY STATEMENT, DATED APRIL 3, 2012, FOR ITS 2012 ANNUAL MEETING OF STOCKHOLDERS. OTHER INFORMATION ABOUT OTHER PERSONS WHO MAY BE DEEMED PARTICIPANTS AND DESCRIPTION OF THEIR DIRECT AND INDIRECT INTERESTS, OR OTHERWISE, ARE CONTAINED IN THE JOINT PROXY STATEMENT/PROSPECTUS. ADDITIONAL INFORMATION REGARDING THE INTERESTS OF THOSE PARTICIPANTS AND OTHER PERSONS WHO MAY BE DEEMED PARTICIPANTS IN THE TRANSACTION MAY BE OBTAINED BY READING THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION.

©
2013 GETCO Proprietary and Confidential
4
Empower investors to efficiently
deploy capital.
MISSION

©
2013 GETCO Proprietary and Confidential
5
We strive to create value for
everyone we interact with.
Our values will be developed to support
our

vision,
reflect
each
firms
strengths and
create a compelling workplace.
PHILOSOPHY

©
2013 GETCO Proprietary and Confidential

6
The leading technology-driven
financial services firm, providing
multi-asset class trading
solutions to our clients around

the world.
VISION

©
2013 GETCO Proprietary and Confidential
7
VALUE PROPOSITION/
COMPETITIVE DIFFERENTIATORS
+
Deep client relationships

+

Large global footprint spanning products, time zones, and asset classes

+

Technology leveraged in everything that we do

+

Publicly-traded,
transparent
and
well-capitalized

©
2013 GETCO Proprietary and Confidential
8
STRATEGY
WE WILL COMBINE OUR FOUR VALUE
PROPOSITIONS

CLIENT
FOCUSED,
GLOBAL,
TECHNOLOGY
DRIVEN,
AND
ACCOUNTABLE

IN
A
WAY
THAT
PRODUCES
FAR MORE TOTAL VALUE THAN THE SUM OF
THE PARTS

©
2013 GETCO Proprietary and Confidential
9
SENIOR LEADERSHIP TEAM AND
ORGANIZATIONAL STRUCTURE
+
Steven

Bisgay

Chief
Financial
Officer

+
Jerry
Dark

Chief
Human
Resources
Officer

+
John
DiBacco

Global
Head
of
Equities
Trading

+
Albert
Maasland

Head
Global
Execution
Services and Platforms

+
Darren
Mast

Chief
Operating
Officer;
Interim Head of Fixed Income, Currencies &
Commodities

+
John
McCarthy

General
Counsel

+
Farid
Moslehi

Head

of
Asia
+
Nick
Ogurtsov

Chief
Risk
Officer
+
Jon
Ross

Chief
Technology
Officer
+
Robert
Smith

Head
of
Europe
+
George
Sohos

Global
Head
of
Client
Market
Making

©
2013 GETCO Proprietary and Confidential
10
NEXT STEPS, QUESTIONS
THANK YOU.