

KNIGHT CAPITAL GROUP, INC.  
Form 8-K  
December 19, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 19, 2012**

**KNIGHT CAPITAL GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-14223**  
**(Commission File Number)**

**22-3689303**  
**(IRS Employer**

**545 Washington Boulevard, Jersey City, NJ 07310**

**Identification No.)**

**(Address of principal executive offices) (Zip Code)**

**(201) 222-9400**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01. Other Events.**

On December 19, 2012, Knight Capital Group, Inc. (the “Company”) and GETCO Holding Company, LLC (“GETCO”) issued a joint press release announcing the execution of an Agreement and Plan of Merger, dated as of December 19, 2012, by and among the Company, GETCO and GA-GTCO, LLC. A copy of the joint press release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated December 19, 2012
99.2	Email to Employees from Thomas Joyce, dated December 19, 2012

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned’s duly authorized signatory.

KNIGHT CAPITAL GROUP, INC.

Date: December 19, 2012

By: /s/ Andrew M. Greenstein  
Andrew M. Greenstein  
Managing Director, Deputy General  
Counsel and Assistant Secretary

---

**Exhibit Index**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated December 19, 2012
99.2	Email to Employees from Thomas Joyce, dated December 19, 2012