

KNIGHT CAPITAL GROUP, INC.  
Form SC 13D/A  
July 03, 2013

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

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

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

**Knight Capital Group, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**499005 10 6**

(CUSIP Number)

**Chinh Chu**

**345 Park Avenue, 31st Floor**

**New York, New York 10154**

**Tel: (212) 583-5000**

*with a copy to:*

Edgar Filing: KNIGHT CAPITAL GROUP, INC. - Form SC 13D/A

Wilson S. Neely, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

Tel: (212) 455-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 1, 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).

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE CAPITAL PARTNERS VI L.P.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

WITH 10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI L.P.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI ESC L.P.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C.**

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)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

WITH 10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**  
14 TYPE OF REPORTING PERSON (See Instructions)

**00**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BMA VI L.L.C.**

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)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

WITH 10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**  
14 TYPE OF REPORTING PERSON (See Instructions)

**00**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BCP VI SIDE-BY-SIDE GP L.L.C.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

WITH 10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**OO**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III L.P.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III GP L.P.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**00**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**THE BLACKSTONE GROUP L.P.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

WITH 10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**BLACKSTONE GROUP MANAGEMENT L.L.C.**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: KNIGHT CAPITAL GROUP, INC. - Form SC 13D/A

**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**OO**

CUSIP No. 499005 10 6

1 NAMES OF REPORTING PERSONS

**STEPHEN A. SCHWARZMAN**

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)

**OO**

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

11 **0**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

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

**0.0%**

14 TYPE OF REPORTING PERSON (See Instructions)

**IN**

This Amendment No. 3 to Schedule 13D relates to the Class A Common Stock, par value \$0.01 per share ( Class A Common Stock ), of Knight Capital Group, Inc., a Delaware corporation (the Issuer ), and further amends the statement on Schedule 13D filed on August 16, 2012, as amended by Amendment No. 1 and Amendment No. 2 thereto (the Amended Schedule 13D, and, together with this Amendment No. 3, the Schedule 13D ). Capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings ascribed to them in the Amended Schedule 13D.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended to delete the fourth paragraph of the Amended Schedule 13D related to the Reporting Person's review of the Blackstone Funds' investment in the Issuer.

**Item 5. Interest in Securities of the Issuer.**

The first paragraph of Item 5(a) (b) of the Amended Schedule 13D is hereby deleted and the following substituted in lieu thereof:

Pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of December 19, 2012 and amended and restated as of April 15, 2013, by and among the Issuer, GETCO Holding Company, LLC, GA-GTCO, LLC and certain other parties thereto (the Merger Agreement ), at the effective time of the merger 40,206,849, 20,398, and 244,787 of the shares of Class A Common Stock held by Blackstone Capital Partners VI L.P., Blackstone Family Investment Partnership VI L.P. and Blackstone Family Investment Partnership VI ESC L.P., respectively, were each cancelled and converted into the right to receive \$3.75 in cash per share and 16,295,845, 8,267 and 99,212 of the shares of Class A Common Stock held by Blackstone Capital Partners VI L.P., Blackstone Family Investment Partnership VI L.P. and Blackstone Family Investment Partnership VI ESC L.P., respectively, were cancelled and converted into the right to receive 5,431,948, 2,756 and 33,070 shares of common stock of KCG Holdings, Inc. ( KCG Holdings ), less any applicable tax withholding.

Pursuant to the Merger Agreement, each Restricted Stock Unit, whether or not vested, was cancelled and converted at the effective time of the merger into the right to receive a restricted stock unit in respect of 1/3<sup>rd</sup> of a share of KCG Holdings common stock, less any applicable tax withholding.

The tenth paragraph of Item 5(a) (b) of the Amended Schedule 13D is hereby deleted.

The response to Item 5(c) of the Schedule 13D is hereby amended and the following substituted in lieu thereby.

Except as set forth elsewhere herein and in the Amended Schedule 13D, none of the Reporting Persons has engaged in any transaction during the past 60 days in any shares of Class A Common Stock.

The response to Item 5(e) of the Schedule 13D is hereby amended and the following substituted in lieu thereby.

As of the date hereof each of the Reporting Persons ceased to be the beneficial owner of any securities of the Issuer.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 3, 2013

BLACKSTONE CAPITAL PARTNERS VI L.P.

By: Blackstone Management Associates VI, L.L.C., its  
general partner

By: BMA VI, L.L.C., its managing member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE FAMILY INVESTMENT  
PARTNERSHIP VI L.P.

By: BCP VI Side-by-Side GP, L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE FAMILY INVESTMENT  
PARTNERSHIP VI ESC L.P.

By: BCP VI Side-by-Side GP, L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE MANAGEMENT ASSOCIATES VI  
L.L.C.

By: BMA VI, L.L.C., its managing member

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BMA VI L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley

Title: Chief Legal Officer

BCP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE HOLDINGS III L.P.

By: Blackstone Holdings III GP L.P., its general  
partner

By: Blackstone Holdings III GP Management L.L.C.,  
its general partner

By: /s/ John G. Finley  
Name: John G. Finley

Title: Chief Legal Officer

*[Blackstone 13D/A KCG]*

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP Management L.L.C.,  
its general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP MANAGEMENT  
L.L.C.

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its  
general partner

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman

Name: Stephen A. Schwarzman

*[Blackstone 13D/A KCG]*