

KNIGHT CAPITAL GROUP, INC.

Form 8-K

May 23, 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): May 23, 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)

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

(Address of principal executive offices) (Zip Code)

**22-3689303**  
(IRS Employer

Identification No.

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(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):

- 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))

Knight Capital Group, Inc.

Current Report on Form 8-K

Item 7.01 Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired  
Not Applicable

(b) Pro Forma Financial Information  
Not Applicable

(c) Shell Company Transactions  
Not Applicable

(d) Exhibits  
Not applicable

The following information is furnished under Item 7.01, Regulation FD Disclosure. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 18, 2012, Facebook, Inc. ( Facebook ) launched an initial public offering through The NASDAQ Stock Market ( NASDAQ ). As has been well-publicized, there were numerous issues and problems at NASDAQ relating to the trading of Facebook. Some market participants, including the Company, suffered sizable losses. The Company estimates its total pre-tax loss related to the events associated with the trading of Facebook to be in the range of \$30 to \$35 million. The Company has submitted claims for financial accommodation from NASDAQ. The Company is also evaluating all remedies available under law. There are no assurances that the Company will be able to recover any of its losses resulting from the numerous issues and problems at NASDAQ relating to the trading of Facebook. As a result of this loss, the Company's second quarter results of operations will be adversely impacted.

SIGNATURE

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, its duly authorized signatory.

Dated: May 23, 2012

KNIGHT CAPITAL GROUP, INC.

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