

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 presentation made 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, positions, prospects, potential, by future conditional verbs such as will, would, should, could or may, or by variations of such words or by similar expressions. 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:

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1  
INTEGRATION UPDATE  
Knight & GETCO  
February 2013

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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 OF OPERATIONS TO DIFFER MATERIALLY FROM FORWARD-LOOKING STATEMENTS OR HISTORICAL PERFORMANCE: ABILITY TO OBTAIN NECESSARY REGULATORY 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 OF THE MERGERS; 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 STRATEGIES. THE CONSEQUENCES ASSOCIATED WITH MERGERS, ACQUISITIONS AND DIVESTITURES.

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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, S-4, 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

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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 HO

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.

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4  
Empower investors to efficiently  
deploy capital.  
MISSION

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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

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

the world.  
VISION

©  
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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

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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

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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

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10  
NEXT STEPS, QUESTIONS  
THANK YOU.