

KNIGHT CAPITAL GROUP, INC.
Form 8-A12B
May 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

KNIGHT CAPITAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

545 Washington Boulevard

Jersey City, New Jersey

22-3689303
(I.R.S. Employer Identification No.)

07310

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(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not applicable.

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which |
|--------------------------------------------------------------------------------|------------------------------------------------------------------------|
| to be so registered Class A Common Stock, par value \$0.01 per share | each class is to be registered New York Stock Exchange, Inc. |
| Securities to be registered pursuant to Section 12(g) of the Act: None. | |

EXPLANATORY NOTE

This Registration Statement on Form 8-A is being filed with the U.S. Securities and Exchange Commission (the SEC) in connection with Knight Capital Group, Inc.'s (the Company) transfer of listing of its shares of Class A common stock, par value \$0.01 per share (the Class A Common Stock) from The Nasdaq Global Select Market to the New York Stock Exchange.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

For a description of the Class A Common Stock, reference is made to the information set forth under the caption "Description of Capital Stock" contained in the Company's Registration Statement on Form S-1 (File No. 333-51653), filed with the SEC on July 7, 1998, as amended (the Registration Statement on Form S-1), including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, as well as any amendments or supplements to such Registration Statement on Form S-1 filed subsequent thereto, and any and all amendments and reports filed for the purpose of updating such description, which description is incorporated herein by reference.

Item 2. Exhibits.

Not applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KNIGHT CAPITAL GROUP, INC.

Dated: May 20, 2010

By: /s/ ANDREW M. GREENSTEIN
Name: **Andrew M. Greenstein**
Title: **Managing Director, Deputy General Counsel and**

Assistant Secretary