

HOAG JAY C
Form 4
December 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TCV VI L P

2. Issuer Name and Ticker or Trading Symbol
Interactive Brokers Group, Inc.
[IBKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director
____ Officer (give title below) Other (specify below)
____ 10% Owner
____ Other (specify below)
May be part of a 13(d) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

12/19/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/19/2012		S		29,759	D	\$ 14.1613 <u>(1)</u>	1,458,211	I	TCV VI, L.P. <u>(2)</u> <u>(3)</u>
Common Stock	12/20/2012		S		59,519	D	\$ 14.1166 <u>(4)</u>	1,398,692	I	TCV VI, L.P. <u>(2)</u> <u>(3)</u>
Common Stock								2,540	I	Robert W. Trudeau <u>(5)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCV VI L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(d) group
Technology Crossover Management VI, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(d) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET		X		May be part of a 13(d) group

PALO ALTO, CA 94301

REYNOLDS JON Q JR
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of a 13(d)
group

Trudeau Robert
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of a 13(d)
group

Signatures

Frederic D. Fenton, Authorized signatory for TCV VI, L.P.

12/21/2012

__Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Technology Crossover Management VI,
L.L.C.

12/21/2012

__Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Jay C. Hoag

12/21/2012

__Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Richard H. Kimball

12/21/2012

__Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for John L. Drew

12/21/2012

__Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.

12/21/2012

__Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Robert W. Trudeau

12/21/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from

(1) \$14.0900 to \$14.3650. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VII, L.P., TCV VII (A), L.P.,

(2) Technology Crossover Management VII, Ltd., Technology Crossover Management VII, L.P., TCV Member Fund, L.P., Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan on December 21, 2012.

(3) These securities are directly held by TCV VI, L.P. Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr. and Robert W. Trudeau (collectively, the "TCM VI Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. The TCM VI Members and TCM VI may be deemed to beneficially own the securities

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held by TCV VI, L.P., but the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from
- (4) \$13.9700 to \$14.2300. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

These shares consist of 847 shares of restricted stock and 1,693 shares of common stock held directly by Mr. Trudeau. Mr. Trudeau has sole dispositive power over the shares; however, TCV VI Management, LLC ("TCV VI Management") and TCV VII Management, LLC ("TCV VII Management"), own 100% of the pecuniary interest therein and Mr. Trudeau disclaims beneficial ownership of such shares.

- (5) Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and Robert W. Trudeau (the "TCV VI Management Members") are members of TCV VI Management, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The TCV VI Management Members, along with Christoher P. Marshall (the "TCV VII Management Members") are members of TCV VII Management, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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