

Nemser Earl H
 Form 4
 September 05, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Nemser Earl H

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)
 ONE PICKWICK PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman

GREENWICH, CT 06830

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A common stock	08/31/2017		S		842 ⁽¹⁾ 41.61 ⁽⁴⁾	I	By IBG Holdings LLC
Class A common stock	09/01/2017		S		773 ⁽¹⁾ 42.03 ⁽⁵⁾	I	By IBG Holdings LLC
Class A common stock	09/01/2017		S		51 ⁽¹⁾ 42.66 ⁽⁶⁾	I	By IBG Holdings LLC
Class A common						D ⁽³⁾	
					96,585		

stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nemser Earl H ONE PICKWICK PLAZA GREENWICH, CT 06830	X		Vice Chairman	

Signatures

/s/ Xiaoyan (Clare) Zheng as authorized signatory for Earl H. Nemser

09/05/2017

__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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by IBG Holdings LLC, in which the reporting person has a pecuniary interest through his membership interest in IBG Holdings LLC, that went into effect August 2, 2017.
- (2) Represents number of securities owned by IBG Holdings LLC in which the Reporting Person has a pecuniary interest through his membership interest in IBG Holdings LLC.
- (3) These shares of Class A common stock are owned directly by the reporting person and represent the aggregate number of shares of restricted stock from awards granted under the 2007 Stock Incentive Plan since its inception, less vested shares that were withheld for tax

Edgar Filing: Nemser Earl H - Form 4

purposes, or sold previously.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.37 to \$41.93, inclusive. The reporting person undertakes to provide Interactive Brokers Group, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes (4) - (6) to this Form 4.
- (4)
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.56 to \$42.55, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.56 to \$42.67, inclusive.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. f two multiplied by the sum of the EVP s annual base salary and target bonus, and (3) an amount equal to twenty-four months of Healthcare Premiums. In addition, for twenty-four months following the EVP s termination of employment, the EVP will be entitled to reasonable executive outplacement services.

A copy of the CIC Severance Plan is filed as Exhibit 10.3 to this Current Report on Form 8-K and incorporated herein by reference thereto.

Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) The Company held its annual meeting of stockholders on May 21, 2015.
- (b) The stockholders elected all of the directors named in the proxy statement for the coming year; approved our named executives compensation in an advisory vote; selected every year as the frequency of the vote to approve our named executive officers compensation in an advisory vote; approved the Synchrony Financial Annual Incentive Plan; approved the Synchrony Financial 2014 Long-Term Incentive Plan; and ratified the selection of KPMG LLP as our independent registered public accounting firm for 2015. The voting results for each of these proposals are detailed below.

A. Election of Directors

	For	Against	Abstain	Non-Votes
1. Margaret M. Keane	758,616,428	18,362,752	25,457	7,517,130
2. William H. Cary	748,132,571	28,526,531	345,535	7,517,130
3. Daniel O. Colao	754,388,975	22,391,206	224,456	7,517,130
4. Alexander Dimitrief	746,210,436	30,567,337	226,864	7,517,130
5. Anne Kennelly Kratky	754,397,244	22,388,025	219,368	7,517,130
6. Dmitri L. Stockton	754,382,855	22,394,917	226,865	7,517,130
7. Roy A. Guthrie	771,007,258	4,399,444	1,597,935	7,517,130
8. Richard C. Hartnack	769,386,497	7,585,189	32,951	7,517,130
9. Jeffrey G. Naylor	774,909,378	2,063,800	31,459	7,517,130

B. Management Proposals

	For	Against	Abstain	Non-Votes
Advisory Vote to Approve Named Executive Officer Compensation	775,380,227	962,999	661,411	7,517,130
Approval of the Synchrony Financial Annual Incentive Plan	757,134,362	19,508,319	361,956	7,517,130
Approval of the Synchrony Financial 2014 Long-Term Incentive Plan	773,572,574	1,666,442	1,765,621	7,517,130
Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm of the Company for 2015	784,310,978	142,136	68,653	N/A

	One Year	Two Years	Three Years	Abstain	Non-Votes
Advisory Vote on Frequency of the Vote to Approve Named Executive Officers Compensation	771,662,019	42,333	5,256,344	43,941	7,517,130

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Number	Description
10.1	Form of Synchrony Financial Restoration Plan
10.2	Form of Synchrony Financial Executive Severance Plan
10.3	Form of Synchrony Financial Change in Control Severance Plan

SIGNATURES

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 hereunto duly authorized.

SYNCHRONY FINANCIAL

Date: May 27, 2015

By: /s/ Jonathan Mothner

Name: Jonathan Mothner

Title: Executive Vice President, General Counsel

and Secretary

EXHIBIT INDEX

Number	Description
10.1	Form of Synchrony Financial Restoration Plan
10.2	Form of Synchrony Financial Executive Severance Plan
10.3	Form of Synchrony Financial Change in Control Severance Plan