

INVESTMENT TECHNOLOGY GROUP INC  
Form 8-K  
July 29, 2004

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

#### Current Report

Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

July 29, 2004  
Date of Report (Date of earliest event reported)

### INVESTMENT TECHNOLOGY GROUP, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-23644**  
(Commission file number)

**95-2848406**  
(I.R.S. Employer  
Identification No.)

**380 Madison Avenue**  
**New York, New York 10017**  
(Address of principal executive offices)

**(212) 588-4000**  
(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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**Item 12. Results of Operations and Financial Condition**

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

On April 29, 2004, Investment Technology Group, Inc. issued a press release announcing financial results for the quarter ended March 26, 2004. A copy of this press release is attached hereto as Exhibit 99.1.

**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 hereunto duly authorized.

INVESTMENT TECHNOLOGY GROUP, INC.  
(Registrant)

Date: July 29, 2004

By: /s/ Howard C. Naphtali  
Howard C. Naphtali  
Chief Financial Officer and  
Duly Authorized Signatory of Registrant

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release by Investment Technology Group, Inc., dated as of July 29, 2004