

INVESTMENT TECHNOLOGY GROUP INC
Form 8-K
March 16, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

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

March 16, 2005

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)

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Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17. CFR 230.425)**

 - Soliciting material pursuant to Rule 14a-2 under the Exchange Act (17. CFR 240.14a-12)**

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17. CFR 240.14d-2(b))**

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17. CFR 240.13e-4(c))**
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Item 2.02 Results of Operations and Financial Condition

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On March 15, 2005 Investment Technology Group, Inc. issued a press release announcing that Investment Technology Group, Inc. has revised its results for the fourth quarter and full year 2004 to include the reversal of closedown costs of \$576,000 that will not be expensed and to reflect an \$806,000 increase in its tax provision relating to a previous acquisition. The net effect of these changes results in a decrease of \$230,000 to net income for both the fourth quarter and full year 2004, while diluted earnings per share decreased \$0.01 in the fourth quarter but remain unchanged for the full year 2004 at \$0.96 due to rounding. A copy of this press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press release issued by Investment Technology Group, Inc. on March 15, 2005.

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: March 16, 2005

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release by Investment Technology Group, Inc., dated as of March 15, 2005