

Interactive Brokers Group, Inc.  
Form SC 13D/A  
January 23, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

**Interactive Brokers Group, Inc.**

(Name of Issuer)

Class A common stock, par value \$0.01 per share

(Title of Class of Securities)

45841N107

(CUSIP Number)

Frederic D. Fenton

c/o Technology Crossover Ventures

528 Ramona Street

Palo Alto, California 94301

Edgar Filing: Interactive Brokers Group, Inc. - Form SC 13D/A

(650) 614-8200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 22, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS:

TCV VI, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK (A)

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)

WITH 10 SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
-0- SHARES OF COMMON STOCK

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-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TCV VII, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK (A)

8 SHARED VOTING POWER:  
BENEFICIALLY

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)

10 SHARED DISPOSITIVE POWER:  
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
-0- SHARES OF COMMON STOCK

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-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TCV VII (A), L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK (A)

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)

WITH 10 SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS:

TCV MEMBER FUND, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK (A)

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH -0- SHARES OF COMMON STOCK (A)

10 SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TECHNOLOGY CROSSOVER MANAGEMENT VI, L.L.C.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK (A)

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)

WITH 10 SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK (A)

8 SHARED VOTING POWER:  
BENEFICIALLY

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)

10 SHARED DISPOSITIVE POWER:  
WITH

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TECHNOLOGY CROSSOVER MANAGEMENT VII, LTD.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK (A)

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH -0- SHARES OF COMMON STOCK (A)

10 SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS:

TCV VI MANAGEMENT, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF

SHARES 762 SHARES OF COMMON STOCK (A)

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

762 SHARES OF COMMON STOCK (A)

WITH 10 SHARED DISPOSITIVE POWER:

-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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762 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

TCV VII MANAGEMENT, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

DELAWARE

7 SOLE VOTING POWER:

NUMBER OF

SHARES 1,778 SHARES OF COMMON STOCK (A)

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH 1,778 SHARES OF COMMON STOCK (A)

10 SHARED DISPOSITIVE POWER:

-0- SHARES OF COMMON STOCK  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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1,778 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

JAY C. HOAG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES

-0- SHARES OF COMMON STOCK

BENEFICIALLY

8 SHARED VOTING POWER:

OWNED BY

EACH

2,540 SHARES OF COMMON STOCK (A)

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK

WITH

10 SHARED DISPOSITIVE POWER:

2,540 SHARES OF COMMON STOCK (A)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**14** *Less than 1%*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

RICHARD H. KIMBALL

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH 2,540 SHARES OF COMMON STOCK (A)

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH -0- SHARES OF COMMON STOCK

10 SHARED DISPOSITIVE POWER:

2,540 SHARES OF COMMON STOCK (A)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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2,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS:

JOHN L. DREW

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK  
8 SHARED VOTING POWER:  
BENEFICIALLY

OWNED BY

EACH 2,540 SHARES OF COMMON STOCK (A)  
9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH -0- SHARES OF COMMON STOCK  
10 SHARED DISPOSITIVE POWER:

2,540 SHARES OF COMMON STOCK (A)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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2,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

JON Q. REYNOLDS, JR.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK

8 SHARED VOTING POWER:  
BENEFICIALLY

OWNED BY

EACH 2,540 SHARES OF COMMON STOCK (A)

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK

10 SHARED DISPOSITIVE POWER:  
WITH

11 2,540 SHARES OF COMMON STOCK (A)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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2,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

ROBERT W. TRUDEAU

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH 2,540 SHARES OF COMMON STOCK (A)

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK

WITH 10 SHARED DISPOSITIVE POWER:

2,540 SHARES OF COMMON STOCK (A)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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2,540 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

CHRISTOPHER P. MARSHALL

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK

8 SHARED VOTING POWER:  
BENEFICIALLY

OWNED BY

EACH 1,778 SHARES OF COMMON STOCK (A)

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH -0- SHARES OF COMMON STOCK

10 SHARED DISPOSITIVE POWER:

11 1,778 SHARES OF COMMON STOCK (A)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

Edgar Filing: Interactive Brokers Group, Inc. - Form SC 13D/A

1,778 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

Less than 1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS:

TIMOTHY P. MCADAM

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK

8 SHARED VOTING POWER:  
BENEFICIALLY

OWNED BY

EACH -0- SHARES OF COMMON STOCK (A)

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK

10 SHARED DISPOSITIVE POWER:  
WITH

11 -0- SHARES OF COMMON STOCK (A)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

JOHN C. ROSENBERG

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF

SHARES -0- SHARES OF COMMON STOCK

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH -0- SHARES OF COMMON STOCK (A)

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

-0- SHARES OF COMMON STOCK

WITH 10 SHARED DISPOSITIVE POWER:

11 -0- SHARES OF COMMON STOCK (A)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS:

DAVID L. YUAN

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

AF, OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES CITIZEN  
7 SOLE VOTING POWER:

NUMBER OF  
SHARES -0- SHARES OF COMMON STOCK  
8 SHARED VOTING POWER:  
BENEFICIALLY

OWNED BY  
EACH -0- SHARES OF COMMON STOCK (A)  
9 SOLE DISPOSITIVE POWER:

REPORTING  
PERSON  
WITH -0- SHARES OF COMMON STOCK  
10 SHARED DISPOSITIVE POWER:

-0- SHARES OF COMMON STOCK (A)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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-0- SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Please see Item 5.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

Defined terms used herein but not otherwise defined herein have the meaning ascribed to such defined term in Amendment No. 3 to this Schedule 13D filed on January 8, 2013.

(a), (b). As of the close of business on January 22, 2013, the Reporting Persons owned directly and/or indirectly the following shares:

Name of Investor	Number of Total Shares	Percentage of Outstanding Shares(*)
TCV VI	0(**)	0%
TCV VII	0(**)	0%
TCV VII (A)	0(**)	0%
Member Fund	0(**)	0%
Management VI	0(**)	0%
Management VII	0(**)	0%
TCM VII	0(**)	0%
TCV VI Management	762(**)	Less than 1%
TCV VII Management	1,778(**)	Less than 1%
Mr. Hoag	2,540(**)	Less than 1%
Mr. Kimball	2,540(**)	Less than 1%
Mr. Drew	2,540(**)	Less than 1%
Mr. Reynolds	2,540(**)	Less than 1%
Mr. Trudeau	2,540(**)	Less than 1%
Mr. Marshall	1,778(**)	Less than 1%
Mr. McAdam	0(**)	0%
Mr. Rosenberg	0(**)	0%
Mr. Yuan	0(**)	0%

(\*) all percentages in this table are based on 47,488,923 shares of Common Stock of the Company outstanding as of November 9, 2012, as reported on the Company's Form 10-Q as filed with the Securities and Exchange Commission on November 9, 2012.

(\*\*) Certain Reporting Persons disclaim beneficial ownership as set forth below.

Each of the Purchasers has the sole power to dispose or direct the disposition of the shares which it holds directly, and has the sole power to vote or direct the vote of such shares.

Management VI, as the general partner of TCV VI and a general partner of the Member Fund, may also be deemed to have the sole power to dispose or direct the disposition of the shares held by TCV VI and certain of the shares held by Member Fund and have the sole power to direct the vote of such shares. Management VI disclaims beneficial ownership of the securities owned by TCV VI and Member Fund except to the extent of its pecuniary interest therein.

The Management VI Members are Class A Members of Management VI. Under the operating agreement of Management VI, the Class A Members have the shared power to dispose or direct the disposition of the shares held by TCV VI and certain of the shares held by Member Fund and have the shared power to direct the vote of such shares. Each of the Management VI Members disclaims beneficial ownership of the securities owned by Management VI, TCV VI and Member Fund except to the extent of their respective pecuniary interest therein.

TCM VII, as the ultimate general partner of TCV VII and TCV VII(A) and a general partner of the Member Fund, and Management VII, as the direct general partner of TCV VII and TCV VII(A), may also be deemed to have the sole power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and, with respect to TCM VII, certain of the shares held by Member Fund and have the sole power to direct the vote of such shares. Each of TCM VII and Management VII disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein.

The TCM VII Directors are Class A Directors of TCM VII. Under the memorandum and articles of association of TCM VII, the Class A Directors have the shared power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and certain of the shares held by Member Fund and the shared power to direct the vote of such shares. Each of the TCM VII Directors disclaims beneficial ownership of

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the securities owned by TCM VII, Management VII, TCV VII, TCV VII(A) and Member Fund except to the extent of their respective pecuniary interest therein.

The Management VI Members are also members of TCV VI Management. Under the operating agreement of TCV VI Management, the Management VI Members have the shared power to dispose or direct the disposition of the shares held by TCV VI Management. Each of the Management VI Members disclaims beneficial ownership of the securities owned by TCV VI Management except to the extent of his respective pecuniary interest therein.

The Management VI Members and Mr. Marshall are also members of TCV VII Management. Under the operating agreement of TCV VII Management, the Management VI Members and Mr. Marshall have the shared power to dispose or direct the disposition of the shares held by TCV VII Management. Each of the Management VI Members and Mr. Marshall disclaims beneficial ownership of the securities owned by TCV VII Management except to the extent of his respective pecuniary interest therein.



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The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) (b), each of the Reporting Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Reporting Person.

(c). Between January 8, 2013 and January 22, 2013, the TCV Funds sold an aggregate of 4,200,000 shares of Common Stock in the amounts and at the prices listed below in open market transactions (except where noted as a block trade):

Name of Seller	Date of Sale	Aggregate Number of Shares Sold	Per Share Selling Price
TCV VI	1/8/2013	11,695	\$ 14.202(1)
TCV VII	1/8/2013	17,997	\$ 14.202(1)
TCV VII(A)	1/8/2013	9,346	\$ 14.202(1)
Member Fund	1/8/2013	262	\$ 14.202(1)
TCV VI	1/9/2013	2,708	\$ 14.2013(2)
TCV VII	1/9/2013	4,167	\$ 14.2013(2)
TCV VII(A)	1/9/2013	2,164	\$ 14.2013(2)
Member Fund	1/9/2013	61	\$ 14.2013(2)
TCV VI	1/10/2013	2,470	\$ 14.2559(3)
TCV VII	1/10/2013	3,801	\$ 14.2559(3)
TCV VII(A)	1/10/2013	1,974	\$ 14.2559(3)
Member Fund	1/10/2013	55	\$ 14.2559(3)
TCV VI	1/11/2013	23,729	\$ 14.1941(4)
TCV VII	1/11/2013	36,512	\$ 14.1941(4)
TCV VII(A)	1/11/2013	18,962	\$ 14.1941(4)
Member Fund	1/11/2013	532	\$ 14.1941(4)
TCV VI	1/14/2013	21,695	\$ 14.1645(5)
TCV VII	1/14/2013	33,382	\$ 14.1645(5)
TCV VII(A)	1/14/2013	17,337	\$ 14.1645(5)
Member Fund	1/14/2013	486	\$ 14.1645(5)
TCV VI	1/15/2013	20,028	\$ 14.1196(6)
TCV VII	1/15/2013	30,818	\$ 14.1196(6)
TCV VII(A)	1/15/2013	16,005	\$ 14.1196(6)
Member Fund	1/15/2013	449	\$ 14.1196(6)
TCV VI	1/16/2013	5,267	\$ 14.064(7)
TCV VII	1/16/2013	8,106	\$ 14.064(7)
TCV VII(A)	1/16/2013	4,209	\$ 14.064(7)
Member Fund	1/16/2013	118	\$ 14.064(7)
TCV VI	1/22/2013	1,162,303	\$ 13.50(8)
TCV VII	1/22/2013	1,788,509	\$ 13.50(8)
TCV VII(A)	1/22/2013	928,815	\$ 13.50(8)
Member Fund	1/22/2013	26,038	\$ 13.50(8)

- (1) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.2000 to \$14.2150 per share.
- (2) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.2000 to \$14.2150 per share.
- (3) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.2500 to \$14.2700 per share.
- (4) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.1500 to \$14.2700 per share.
- (5) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.0800 to \$14.2700.
- (6) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.0400 to \$14.1900 per share.
- (7)

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This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$14.0300 to \$14.1200 per share.

(8) This number represents the selling price per share for the shares sold in a block trade.

(d). Except as set forth herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock.

(e). Not applicable.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

Exhibit 1 Joint Filing Agreement dated January 7, 2013 (incorporated by reference from Exhibit 1 to Schedule 13D relating to the Common Stock of Interactive Brokers Group filed on January 8, 2013)

Exhibit 2 Statement Appointing Designated Filer and Authorized Signatories dated July 10, 2009 (incorporated by reference from Exhibit 2 to Schedule 13D relating to the Common Stock of Interactive Brokers Group, Inc. filed on July 10, 2009)

Exhibit 3 Statement Appointing Designated Filer and Authorized Signatories dated August 6, 2010 (incorporated by reference to Exhibit 5 to the Schedule 13D relating to the common stock of Green Dot Corporation filed on August 6, 2010).

Exhibit 4 Statement Appointing Designated Filer and Authorized Signatories dated December 31, 2010 (incorporated by reference to Exhibit 6 to the Schedule 13D relating to the common stock of K12 Inc. filed on May 5, 2011).

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 23, 2013

**TCV VI, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VII (A), L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV MEMBER FUND, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VI, L.L.C.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VII, LTD.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VI MANAGEMENT, L.L.C.**

By: */s/ Frederic D. Fenton*

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Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VII MANAGEMENT, L.L.C.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JAY C. HOAG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**RICHARD H. KIMBALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JOHN L. DREW**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JON Q. REYNOLDS, JR.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**ROBERT W. TRUDEAU**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**CHRISTOPHER P. MARSHALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TIMOTHY P. MCADAM**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JOHN C. ROSENBERG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**DAVID L. YUAN**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton

Its: Authorized Signatory

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