

Interactive Brokers Group, Inc.  
Form 10-K/A  
March 18, 2014

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

FORM 10-K/A  
Amendment No. 1  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the year ended December 31, 2013

Commission File Number: 001-33440

INTERACTIVE BROKERS GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

30-0390693  
(I.R.S. Employer  
Identification No.)

One Pickwick Plaza  
Greenwich, Connecticut 06830  
(Address of principal executive office)  
(203) 618-5800  
(Registrant's telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                     | Name of the each exchange on which registered                |
|---|--|
| Common Stock, par value \$.01 per share | The NASDAQ Stock Market LLC<br>(NASDAQ Global Select Market) |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the securities act. Yes  No .

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the act. Yes  No .

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K/A or any amendment to this Form 10-K/A. o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o  
(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x.

The aggregate market value of the voting and non-voting common equity stock held by non-affiliates of the registrant was approximately \$797,948,252 computed by reference to the \$15.97 closing sale price of the common stock on the NASDAQ Global Select Market, on June 28, 2013, the last business day of the registrant's most recently completed second fiscal quarter.

As of March 3, 2014, there were 54,664,095 shares of the issuer's Class A common stock, par value \$0.01 per share, outstanding and 100 shares of the issuer's Class B common stock, par value \$0.01 per share, outstanding.

## Explanatory Note

This Amendment No. 1 (this "Amendment") to the Annual Report on Form 10-K filed on March 3, 2014 (the "Original Annual Report") of Interactive Brokers Group, Inc. (the "Company") is being filed solely for the purpose of correcting certain inadvertent errors in the basic and fully diluted earnings per share line items of the 2013 Unaudited Quarterly Data presented under the Caption "Supplementary Data" on page 132 of the Form 10-K by amending and restating only the 2013 Unaudited Quarterly Data appearing in Part II, Item 8. "Supplementary Data" in the Original Annual Report.

Except as described above, no other changes have been made to the Original Annual Report. We have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Annual Report.

The Company has included as exhibits to this Amendment updated certifications from the Company's Principal Executive Officer and Principal Financial Officer pursuant to Sections 302 and 906 of the Sarbanes Oxley Act.

|   | 2013 Quarterly Data |         |         |         |
|---|---------------------|---------|---------|---------|
|   | First               | Second  | Third   | Fourth  |
| Revenues  | \$229.0             | \$297.5 | \$338.5 | \$262.9 |
| Interest expense  | 12.9                | 13.6    | 12.2    | 13.0    |
| Net Revenues  | 216.1               | 283.9   | 326.3   | 249.9   |
| Non-interest expenses:  |                     |         |         |         |
| Execution and clearing  | 59.5                | 64.8    | 56.0    | 62.2    |
| Employee compensation and benefits                                  | 46.3                | 58.0    | 44.3    | 56.7    |
| Other   | 28.1                | 27.2    | 29.6    | 92.2    |
| Total non-interest expenses   | 133.9               | 150.0   | 129.9   | 211.1   |
| Income before income taxes  | 82.2                | 133.9   | 196.4   | 38.8    |
| Income tax expense  | 6.9                 | 13.9    | 10.4    | 2.5     |
| Noncontrolling interests  | 68.7                | 109.7   | 169.5   | 32.7    |
| Net Income  | \$6.6               | \$10.3  | \$16.5  | \$3.6   |
| Basic earnings per share  | \$0.14              | \$0.21  | \$0.33  | \$0.07  |
| Diluted earnings per share  | \$0.14              | \$0.21  | \$0.32  | \$0.07  |
| Net Income  | \$6.6               | \$10.3  | \$16.5  | \$3.6   |
| Other comprehensive income (loss):                                  |                     |         |         |         |
| Cumulative translation adjustment, before income taxes              | (3.8)               | (3.9)   | 3.7     | 0.8     |
| Income taxes related to items of other comprehensive income         | 0.0                 | (0.4)   | 0.1     | (0.2)   |
| Other comprehensive income (loss), net of tax                       | (3.8)               | (3.5)   | 3.6     | 1.0     |
| Comprehensive income attributable to common stockholders            | \$2.8               | \$6.8   | \$20.1  | \$4.6   |
| Comprehensive income attributable to noncontrolling interests:      |                     |         |         |         |
| Net income attributable to noncontrolling interests                 | \$68.7              | \$109.7 | \$169.5 | \$32.7  |
| Other comprehensive income (loss)—cumulative translation adjustment | (27.6)              | (28.0)  | 26.0    | 4.9     |
| Comprehensive income attributable to noncontrolling interests       | \$41.1              | \$81.7  | \$195.5 | \$37.6  |

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The exhibit index below lists the exhibits that are filed as part of this amendment.

Exhibit Index

31.1 Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INTERACTIVE BROKERS GROUP, INC.

/s/ Paul J. Brody

Name:

Paul J. Brody

Title:

Chief Financial Officer, Treasurer and Secretary

(Signing both in his capacity as a duly authorized officer and as principal financial officer of the registrant)

Date: March 18, 2014