

Interactive Brokers Group, Inc.
Form 8-A12B
May 02, 2007

As filed with the Securities and Exchange Commission on May 2, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Interactive Brokers Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

**ONE PICKWICK PLAZA
GREENWICH, CONNECTICUT**
(Address of principal executive offices)

30-0390693

(IRS Employer Identification No.)

06830
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Class A Common Stock, \$0.01 par value per share

**Name of each exchange on which
each class is to be registered**
The NASDAQ Stock Market LLC

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates: **333-138955** (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None.

Item 1. Description of Registrant's Securities to be Registered

The description of Class A Common Stock, par value \$0.01 per share, of Interactive Brokers Group, Inc. (the Registrant) contained in the section entitled "Description of Capital Stock" in the Prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-138955), initially filed with the Securities and Exchange Commission on November 27, 2006, as amended from time to time (the Registration Statement), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits

The following exhibits to this Registration Statement have been filed as exhibits to the Registration Statement and are hereby incorporated herein by reference:

| Exhibit Number | Document |
|----------------|---|
| 3.1 | Amended and Restated Certificate of Incorporation of Interactive Brokers Group, Inc.* |
| | |
| 3.2 | Bylaws of Interactive Brokers Group, Inc.* |

* Incorporated by reference to the corresponding exhibit filed with the Registration Statement, SEC File No. 333-138955, initially filed with the Securities and Exchange Commission on November 27, 2006, as amended from time to time.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

INTERACTIVE BROKERS GROUP, INC.

| | | |
|----|-------------------|---|
| By | /s/ Paul J. Brody | |
| | Name: | Paul J. Brody |
| | Title: | Chief Financial Officer, Treasurer and Secretary |

Date: May 2, 2007

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INDEX TO EXHIBITS

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