

KNIGHT SECURITIES L P  
Form SC 13G  
May 10, 2005

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

**Schedule 13G**

**Under the Securities Exchange Act of 1934**

VIALTA INC.

(Name of Issuer)

Common Stock, \$.345 value

(Title of Class of Securities)

92554D306

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(CUSIP Number)

April 30, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

SCHEDULE 13G

CUSIP NO. 92554D306

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

Knight Equity Markets, L.P., formerly Knight Securities, L.P. 22-3660471

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 8,992,418

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

Not applicable

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 8,992,418

8. SHARED DISPOSITIVE POWER

WITH

Not applicable

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,992,418

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.83%

12. TYPE OF REPORTING PERSON\*

BD

**ITEM 1** (a). Name of Issuer

VIALTA INC.

**ITEM 1** (b). Address of Issuer's Principal Executive Offices

48461 Fremont, Boulevard, Fremont, CA 94538, United States

**ITEM 2** (a). Names of Persons Filing

Knight Equity Markets, L.P., formerly Knight Securities, L.P.

**ITEM 2** (b). Address of principal business office

545 Washington Blvd., 3<sup>rd</sup> Floor

Jersey City, NJ 07310

**ITEM 2** (c). Citizenship

Delaware

**ITEM 2** (d). Title of Class of Securities

Common Stock

**ITEM 2** (e). CUSIP Number

92554D306

**ITEM 3.** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing it is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

**ITEM 4. Ownership**

- (a) Amount beneficially owned 8,992,418
- (b) Percent of class 10.83%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote 8,992,418
  - (ii) shared power to vote or to direct the vote Not applicable
  - (iii) sole power to dispose or to direct the disposition of 8,992,418
  - (iv) shared power to dispose or to direct the disposition of Not applicable

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 10, 2005

Knights Equity Markets, L.P.

By: /s/ Michael Corrao  
Michael Corrao

Director of Compliance