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**UNITED STATES  
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**

Date of Report (Date of Earliest Event Reported): **October 23, 2008**

**INTERACTIVE BROKERS GROUP, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33440**  
(Commission File Number)

**30-0390693**  
(I.R.S. Employer  
Identification Number)

**One Pickwick Plaza, Greenwich, CT 06830**  
(Address of Principal Executive Offices) (Zip Code)

**(203) 618-5800**  
(Registrant's Telephone Number, Including Area Code)

**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 communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 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.**

On October 23, 2008, the Registrant issued a press release reporting its financial results for the third quarter ended September 30, 2008. A copy of the press release is furnished as Exhibit 99.1 to this report and incorporated herein by reference.

All of the information furnished in this report (including Exhibit 99.1 hereto) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and unless expressly set forth by specific reference in such filings, shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings.

## **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated October 23, 2008.

**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.

Dated: October 23, 2008

INTERACTIVE BROKERS GROUP, INC.

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

## **EXHIBIT INDEX**

99.1 Press Release dated October 23, 2008.

**INTERACTIVE BROKERS GROUP ANNOUNCES STRONG THIRD QUARTER RESULTS**

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**REPORTS INCOME BEFORE TAXES AND MINORITY INTEREST OF \$347.4 MILLION ON \$497.0 MILLION IN NET REVENUES, EARNINGS PER SHARE OF \$0.65**

GREENWICH, CONN, October 23, 2008 — Interactive Brokers Group, Inc. (NASDAQ GS: IBKR) an automated global electronic market maker and broker, today reported diluted earnings per share of \$0.65 for the quarter ended September 30, 2008, compared to diluted earnings per share of \$0.53 for the same period in 2007.

Net revenues were \$497.0 million and income before income taxes and minority interest was \$347.4 million for the quarter, compared to net revenues of \$445.1 million and income before income taxes of \$307.9 million for the same period in 2007.

**Business Highlights**

- Diluted earnings per share grew by 23% from the year ago quarter and 48% sequentially.
- 70% pre-tax margin for this quarter.
- Market Making pre-tax income grew 16% from the year ago quarter and 40% sequentially.
- 79% Market Making pre-tax margin for this quarter.
- Electronic Brokerage pre-tax income increased 13% from the year ago quarter and 8% sequentially.
- 47% Electronic Brokerage pre-tax margin for this quarter.
- Cleared DARTs increased to 338,000, or 48%, from the year ago quarter.

“On the long run the brokerage business is all about risk control,” said Thomas Peterffy, our Chairman and CEO. “These days that also requires up to date technology to manage that risk. Our steady, conservative approach of dealing only in products we understand, not taking counterparty risk and utilizing our proprietary technology generates increasing profits in most environments.”

## Segment Overview

### Market Making

Market Making segment income before income taxes increased 16% in the quarter ended September 30, 2008 compared to the same period in 2007 and by 40% from the prior quarter. Pre-tax margin expanded to 79% in this quarter from 74% in the same quarter of 2007. High market volumes and volatility again demonstrated the benefits of our automated trading system and integrated real time risk management. Market Making options contract volume in the quarter ended September 30, 2008 increased by 10% from the same period in 2007.

### Electronic Brokerage

Electronic Brokerage segment income before income taxes grew 13% in the quarter ended September 30, 2008 compared to the same period in 2007. This growth was driven by robust customer trading and a greater number of customer accounts which generated higher revenues from commissions and execution fees. Net interest income showed a slight decrease due to lower benchmark rates. Pre-tax margin was 47% for this quarter and 47% year to date. Total DARTs\* for cleared and execution-only customers increased 40% to 377,000 during the three months ended September 30, 2008, compared to 270,000 during the three months ended September 30, 2007. Cleared DARTs increased by 48% to 338,000 for the three months ended September 30, 2008 compared to the same period in 2007.

\*Daily average revenue trades (DARTs) are based on customer orders.

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**Conference Call Information:**

Interactive Brokers Group will hold a conference call with investors today, October 23, 2008, at 5:30 p.m. EDT to discuss its third quarter results. Investors who would like to listen to the conference call live should dial 877-440-5804 (U.S. domestic) and 719-325-4872 (international). The number should be dialed approximately ten minutes prior to the start of the conference call. Ask for the "Interactive Brokers Conference Call."

The conference call will also be accessible simultaneously, and through replays, as an audio webcast through the Investor Relations section of the Interactive Brokers web site, [www.interactivebrokers.com/ir](http://www.interactivebrokers.com/ir).

**About Interactive Brokers Group, Inc.:**

Interactive Brokers Group is an automated global electronic market maker and broker specializing in routing orders and executing and processing trades in securities, futures and foreign exchange instruments on more than 70 electronic exchanges and trading venues around the world. As a market maker, we provide liquidity at these marketplaces and, as a broker, we provide professional traders and investors with direct access to stocks, options, futures, forex, bonds and mutual funds from a single IB Universal Account<sup>SM</sup>. Employing proprietary software on a global communications network, Interactive Brokers Group continuously integrates its software with a growing number of exchanges and trading venues into one automatically functioning, computerized platform that requires minimal human intervention.

**Cautionary Note Regarding Forward-Looking Statements:**

The foregoing information contains certain forward-looking statements that reflect the company's current views with respect to certain current and future events and financial performance. These forward-looking statements are and will be, as the case may be, subject to many risks, uncertainties and factors relating to the company's operations and business environment which may cause the company's actual results to be materially different from any future results, expressed or implied, in these forward-looking statements. Any forward-looking statements in this release are based upon information available to the company on the date of this release. The company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any statements expressed or implied therein will not be realized. Additional information on risk factors that could potentially affect the company's financial results may be found in the company's filings with the Securities and Exchange Commission.

**For Interactive Brokers Group, Inc. Media: Andrew Wilkinson, 203-913-1369 or Investors: Deborah Liston, 203-618-4070.**

INTERACTIVE BROKERS GROUP, INC. AND SUBSIDIARIES  
OPERATING DATA

**TRADE VOLUMES:**

(in 000's, except %)

| <u>Period</u> | Market Making |               | Brokerage Cleared |               | Brokerage Non Cleared |               | Total Trades | %   | Avg. Trades per U.S. Trading Day |
|---------------|---------------|---------------|-------------------|---------------|-----------------------|---------------|--------------|-----|----------------------------------|
|               | <u>Trades</u> | <u>Change</u> | <u>Trades</u>     | <u>Change</u> | <u>Trades</u>         | <u>Change</u> |              |     |                                  |
| 2003          | 32,772        |               | 22,748            |               | 2,367                 |               | 57,887       |     | 230                              |
| 2004          | 41,506        | 27%           | 28,876            | 27%           | 2,932                 | 24%           | 73,314       | 27% | 290                              |
| 2005          | 54,044        | 30%           | 34,800            | 21%           | 7,380                 | 152%          | 96,224       | 31% | 382                              |
| 2006          | 66,043        | 22%           | 51,238            | 47%           | 12,828                | 74%           | 130,109      | 35% | 518                              |
| 2007          | 99,086        | 50%           | 72,931            | 42%           | 16,638                | 30%           | 188,655      | 45% | 752                              |
| 3Q2007        | 27,203        |               | 19,092            |               | 3,878                 |               | 50,173       |     | 796                              |
| 3Q2008        | 25,045        | -8%           | 32,840            | 72%           | 4,336                 | 12%           | 62,221       | 24% | 972                              |

**CONTRACT AND SHARE VOLUMES:**

(in 000's, except %)

| <u>Period</u> | <u>Options (contracts)</u> | <u>% Change</u> | <u>Futures* (contracts)</u> | <u>% Change</u> | <u>Stocks (shares)</u> | <u>% Change</u> |
|---------------|----------------------------|-----------------|-----------------------------|-----------------|------------------------|-----------------|
| 2003          | 194,358                    |                 | 31,034                      |                 | 17,038,250             |                 |
| 2004          | 269,715                    | 39%             | 37,748                      | 22%             | 17,487,528             | 3%              |
| 2005          | 409,794                    | 52%             | 44,560                      | 18%             | 21,925,120             | 25%             |
| 2006          | 563,623                    | 38%             | 62,419                      | 40%             | 34,493,410             | 57%             |
| 2007          | 673,144                    | 19%             | 83,134                      | 33%             | 47,324,798             | 37%             |
| 3Q2007        | 178,906                    |                 | 22,330                      |                 | 12,805,676             |                 |
| 3Q2008        | 205,470                    | 15%             | 28,928                      | 30%             | 14,489,937             | 13%             |

  

| <u>Period</u> | <u>Options (contracts)</u> | <u>% Change</u> | <u>Futures* (contracts)</u> | <u>% Change</u> | <u>Stocks (shares)</u> | <u>% Change</u> |
|---------------|----------------------------|-----------------|-----------------------------|-----------------|------------------------|-----------------|
| 2003          | 177,459                    |                 | 6,638                       |                 | 12,578,584             |                 |
| 2004          | 236,569                    | 33%             | 10,511                      | 58%             | 12,600,280             | 0%              |
| 2005          | 308,613                    | 30%             | 11,551                      | 10%             | 15,625,801             | 24%             |
| 2006          | 371,929                    | 21%             | 14,818                      | 28%             | 21,180,377             | 36%             |
| 2007          | 447,905                    | 20%             | 14,520                      | -2%             | 24,558,314             | 16%             |
| 3Q2007        | 125,720                    |                 | 3,805                       |                 | 6,867,410              |                 |
| 3Q2008        | 138,294                    | 10%             | 5,581                       | 47%             | 6,145,983              | -11%            |

  

| <u>Period</u> | <u>Options (contracts)</u> | <u>% Change</u> | <u>Futures* (contracts)</u> | <u>% Change</u> | <u>Stocks (shares)</u> | <u>% Change</u> |
|---------------|----------------------------|-----------------|-----------------------------|-----------------|------------------------|-----------------|
| 2003          | 16,898                     |                 | 24,396                      |                 | 4,459,667              |                 |
| 2004          | 33,146                     | 96%             | 27,237                      | 12%             | 4,887,247              | 10%             |
| 2005          | 101,181                    | 205%            | 33,009                      | 21%             | 6,299,319              | 29%             |
| 2006          | 191,694                    | 89%             | 47,601                      | 44%             | 13,313,033             | 111%            |
| 2007          | 225,239                    | 17%             | 68,614                      | 44%             | 22,766,484             | 71%             |
| 3Q2007        | 53,186                     |                 | 18,525                      |                 | 5,938,266              |                 |
| 3Q2008        | 67,176                     | 26%             | 23,347                      | 26%             | 8,343,954              | 41%             |

\* Includes options on futures

INTERACTIVE BROKERS GROUP, INC. AND SUBSIDIARIES  
OPERATING DATA, CONTINUED

**CONTRACT AND SHARE VOLUMES, continued:**

*(in 000's, except %)*

| <b>BROKERAGE CLEARED</b> | <b>Options</b>     | <b>%</b>      | <b>Futures*</b>    | <b>%</b>      | <b>Stocks</b>   | <b>%</b>      |
|--------------------------|--------------------|---------------|--------------------|---------------|-----------------|---------------|
| <u>Period</u>            | <u>(contracts)</u> | <u>Change</u> | <u>(contracts)</u> | <u>Change</u> | <u>(shares)</u> | <u>Change</u> |
| 2003                     | 11,351             |               | 19,086             |               | 3,612,503       |               |
| 2004                     | 16,438             | 45%           | 24,118             | 26%           | 4,339,462       | 20%           |
| 2005                     | 23,456             | 43%           | 30,646             | 27%           | 5,690,308       | 31%           |
| 2006                     | 32,384             | 38%           | 45,351             | 48%           | 12,492,870      | 120%          |
| 2007                     | 51,586             | 59%           | 66,278             | 46%           | 20,353,584      | 63%           |
| 3Q2007                   | 13,637             |               | 17,844             |               | 5,217,253       |               |
| 3Q2008                   | 22,790             | 67%           | 22,892             | 28%           | 7,421,039       | 42%           |

\* Includes options on futures

**BROKERAGE STATISTICS**

*(in 000's, except % and where noted)*

|   | <u>3Q2008</u> | <u>3Q2007</u> | <u>% Change</u> |
|---|---------------|---------------|-----------------|
| Total Accounts                            | 107           | 90            | 19%             |
| Customer Equity (in billions) *           | \$9.4         | \$8.3         | 13%             |
| Cleared DARTs                             | 338           | 228           | 48%             |
| Total Customer DARTs                      | 377           | 270           | 40%             |
| <i>(in \$'s, except DART per account)</i> |               |               |                 |
| Commission per DART                       | \$4.21        | \$4.58        |                 |
| DART per Avg. Account (Annualized)        | 814           | 652           |                 |
| Net Revenue per Avg. Account (Annualized) | \$4,483       | \$4,344       |                 |

\* Excludes non-customers (i.e., officers, directors and affiliated parties)

INTERACTIVE BROKERS GROUP, INC. AND SUBSIDIARIES  
SEGMENT FINANCIAL INFORMATION  
(UNAUDITED)

|                             |   | Three Months<br>Ended September 30, |                | Nine Months<br>Ended September 30, |                |
|-----------------------------|---|-------------------------------------|----------------|------------------------------------|----------------|
|                             |   | 2008                                | 2007           | 2008                               | 2007           |
|                             |   | (in millions)                       |                |                                    |                |
| <b>Market Making</b>        | Net revenues  | \$359.7                             | \$329.5        | \$1,034.7                          | \$752.2        |
|                             | Non-interest expenses                               | <u>76.6</u>                         | <u>84.4</u>    | <u>228.7</u>                       | <u>236.6</u>   |
|                             | Income before income taxes                          | <u>\$283.1</u>                      | <u>\$245.1</u> | <u>\$806.0</u>                     | <u>\$515.6</u> |
|                             | Pre-tax profit margin                               | 79%                                 | 74%            | 78%                                | 69%            |
| <b>Electronic Brokerage</b> | Net revenues  | \$134.6                             | \$111.7        | \$387.1                            | \$307.0        |
|                             | Non-interest expenses                               | <u>70.7</u>                         | <u>55.4</u>    | <u>206.1</u>                       | <u>171.2</u>   |
|                             | Income before income taxes                          | <u>\$63.9</u>                       | <u>\$56.3</u>  | <u>\$181.0</u>                     | <u>\$135.8</u> |
|                             | Pre-tax profit margin                               | 47%                                 | 50%            | 47%                                | 44%            |
| <b>Corporate*</b>           | Net revenues  | \$2.7                               | \$3.9          | (\$1.0)                            | \$11.5         |
|                             | Non-interest expenses                               | <u>2.3</u>                          | <u>(2.6)</u>   | <u>5.3</u>                         | <u>(0.0)</u>   |
|                             | Income before income taxes                          | <u>\$0.4</u>                        | <u>\$6.5</u>   | <u>(\$6.3)</u>                     | <u>\$11.5</u>  |
| <b>Total</b>                | Net revenues  | \$497.0                             | \$445.1        | \$1,420.8                          | \$1,070.7      |
|                             | Non-interest expenses                               | <u>149.6</u>                        | <u>137.2</u>   | <u>440.1</u>                       | <u>407.8</u>   |
|                             | Income before income taxes and<br>minority interest | <u>\$347.4</u>                      | <u>\$307.9</u> | <u>\$980.7</u>                     | <u>\$662.9</u> |
|                             | Pre-tax profit margin                               | 70%                                 | 69%            | 69%                                | 62%            |

\* Corporate includes corporate related activities as well as inter-segment eliminations.

INTERACTIVE BROKERS GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)

|   | Three Months<br>Ended September 30, |                | Nine Months<br>Ended September 30, |                   |
|---|-------------------------------------|----------------|------------------------------------|-------------------|
|   | Actual<br>2008                      | Actual<br>2007 | Actual<br>2008                     | Pro forma<br>2007 |
| (in millions, except share and per share data)          |                                     |                |                                    |                   |
| <b>Revenues:</b>  |                                     |                |                                    |                   |
| Trading gains   | \$361.4                             | \$289.2        | \$1,006.0                          | \$638.3           |
| Commissions and execution fees                          | 98.2                                | 69.5           | 271.9                              | 186.1             |
| Interest income   | 101.1                               | 207.6          | 373.8                              | 597.2             |
| Other income  | <u>7.1</u>                          | <u>21.6</u>    | <u>55.6</u>                        | <u>68.9</u>       |
| Total revenues  | 567.8                               | 587.9          | 1,707.3                            | 1,490.5           |
| Interest expense  | <u>70.8</u>                         | <u>142.8</u>   | <u>286.5</u>                       | <u>419.8</u>      |
| <b>Total net revenues</b>                               | <u>497.0</u>                        | <u>445.1</u>   | <u>1,420.8</u>                     | <u>1,070.7</u>    |
| <b>Non-interest expenses:</b>                           |                                     |                |                                    |                   |
| Execution and clearing                                  | 82.9                                | 85.1           | 244.0                              | 256.7             |
| Employee compensation and benefits                      | 39.5                                | 31.0           | 119.4                              | 92.7              |
| Occupancy, depreciation and amortization                | 10.5                                | 6.7            | 27.6                               | 19.1              |
| Communications  | 4.8                                 | 4.1            | 13.4                               | 11.0              |
| General and administrative                              | <u>11.9</u>                         | <u>10.3</u>    | <u>35.7</u>                        | <u>28.3</u>       |
| <b>Total non-interest expenses</b>                      | <u>149.6</u>                        | <u>137.2</u>   | <u>440.1</u>                       | <u>407.8</u>      |
| <b>Income before income taxes and minority interest</b> | 347.4                               | 307.9          | 980.7                              | 662.9             |
| Income tax expense                                      | 32.4                                | 27.3           | 94.4                               | 48.2              |
| Minority interest                                       | <u>287.8</u>                        | <u>258.4</u>   | <u>813.6</u>                       | <u>569.4</u>      |
| <b>Net income</b>                                       | <u>\$27.2</u>                       | <u>\$22.2</u>  | <u>\$72.7</u>                      | <u>\$45.3</u>     |
| <b>Earnings per share</b>                               |                                     |                |                                    |                   |
| Basic   | <u>\$0.67</u>                       | <u>\$0.55</u>  | <u>\$1.80</u>                      | <u>\$1.13</u>     |
| Diluted   | <u>\$0.65</u>                       | <u>\$0.53</u>  | <u>\$1.76</u>                      | <u>\$1.10</u>     |
| <b>Weighted average common shares outstanding</b>       |                                     |                |                                    |                   |
| Basic   | 40,602,515                          | 40,142,196     | 40,386,579                         | 40,142,196        |
| Diluted   | 399,112,085                         | 401,315,481    | 400,180,439                        | 401,317,851       |

INTERACTIVE BROKERS GROUP, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

|   | <b>September 30,<br/>2008</b> | <b>December 31,<br/>2007</b> |
|---|-------------------------------|------------------------------|
|   | (in millions)                 |                              |
| <b>Assets</b>   |                               |                              |
| Cash and cash equivalents   | \$471.0                       | \$521.8                      |
| Cash and securities - segregated for regulatory purposes                              | 5,276.6                       | 5,232.6                      |
| Securities borrowed   | 4,705.9                       | 6,862.0                      |
| Trading assets, at fair value   | 13,735.4                      | 16,857.5                     |
| Receivables from customers, net of allowance  | 1,920.0                       | 1,916.1                      |
| Receivables from brokers, dealers and clearing organizations                          | 2,253.1                       | 2,484.2                      |
| Other assets  | 989.6                         | 667.9                        |
|   | <u>989.6</u>                  | <u>667.9</u>                 |
| <b>Total assets</b>   | <u>\$29,351.6</u>             | <u>\$34,542.1</u>            |
| <br>  |                               |                              |
| <b>Liabilities and stockholders' equity</b>   |                               |                              |
| <b>Liabilities</b>  |                               |                              |
| Trading liabilities - financial instruments sold but not yet purchased, at fair value | \$11,400.1                    | \$14,315.9                   |
| Securities loaned   | 2,230.6                       | 4,968.9                      |
| Short-term borrowings   | 940.7                         | 1,415.7                      |
| Other payables:   |                               |                              |
| Customers   | 6,997.9                       | 7,630.7                      |
| Brokers, dealers and clearing organizations   | 2,532.8                       | 1,568.6                      |
| Other payables  | 628.1                         | 608.0                        |
|   | <u>10,158.8</u>               | <u>9,807.3</u>               |
| Senior notes payable and senior secured credit facility                               | 481.7                         | 460.5                        |
| Minority interest   | 3,647.5                       | 3,165.4                      |
| Stockholders' equity  | 492.2                         | 408.4                        |
|   | <u>492.2</u>                  | <u>408.4</u>                 |
| <b>Total liabilities and stockholders' equity</b>                                     | <u>\$29,351.6</u>             | <u>\$34,542.1</u>            |

INTERACTIVE BROKERS GROUP, INC. AND SUBSIDIARIES  
NINE MONTHS ENDED SEPTEMBER 30, 2007 PRO FORMA CONSOLIDATED  
STATEMENT OF INCOME  
(UNAUDITED)

|  | <u>Nine Months Ended September 30, 2007</u>    |                    |                                |
|--|--|--------------------|--------------------------------|
| <b>Statement of Income Data:</b>                 | <u>Historical</u>                              | <u>Adjustments</u> | <u>Pro Forma<sup>(1)</sup></u> |
|  | (in millions, except share and per share data) |                    |                                |
| Revenues:  |  |                    |                                |
| Trading gains                                    | \$638.3  | \$ -               | \$638.3                        |
| Commissions and execution fees                   | 186.1  | -                  | 186.1                          |
| Interest income                                  | 597.2  | -                  | 597.2                          |
| Other income                                     | 68.9   | -                  | 68.9                           |
|  | <u>1,490.5</u>                                 | <u>-</u>           | <u>1,490.5</u>                 |
| Total revenues                                   |  |                    |                                |
| Interest expense                                 | 419.8  | -                  | 419.8                          |
|  | <u>1,070.7</u>                                 | <u>-</u>           | <u>1,070.7</u>                 |
| Total net revenues                               |  |                    |                                |
| Non-interest expenses:                           |  |                    |                                |
| Execution and clearing                           | 256.7  | -                  | 256.7                          |
| Employee compensation and benefits               | 92.7   | -                  | 92.7                           |
| Occupancy, depreciation and amortization         | 19.1   | -                  | 19.1                           |
| Communications                                   | 11.0   | -                  | 11.0                           |
| General and administrative <sup>(2)</sup>        | 28.3   | -                  | 28.3                           |
|  | <u>407.8</u>                                   | <u>-</u>           | <u>407.8</u>                   |
| Total non-interest expenses                      |  |                    |                                |
| Income before income taxes and minority interest | 662.9  | -                  | 662.9                          |
| Income tax expense <sup>(3),(4)</sup>            | 28.1   | 20.1               | 48.2                           |
| Minority interest <sup>(5)</sup>                 | -  | (569.4)            | (569.4)                        |
|  | <u>\$634.8</u>                                 | <u>(\$589.5)</u>   | <u>\$45.3</u>                  |
| Net income                                       |  |                    |                                |
| Earnings per share <sup>(6)</sup>                |  |                    |                                |
| Basic  |  |                    | <u>\$1.13</u>                  |
| Diluted  |  |                    | <u>\$1.10</u>                  |
| Weighted average common shares outstanding       |  |                    |                                |
| Basic  |  |                    | <u>40,142,196</u>              |
| Diluted  |  |                    | <u>401,317,851</u>             |

See accompanying notes to unaudited pro forma consolidated statement of income.

INTERACTIVE BROKERS GROUP, INC. AND SUBSIDIARIES  
NOTES TO PRO FORMA CONSOLIDATED STATEMENT OF INCOME

Because the Company began its public reporting during 2007, the Pro Forma Consolidated Statement of Income is necessary to present 2007 and 2008 results on a comparative basis.

Represents adjustments to reflect the following:

- (1) The unaudited pro forma consolidated statement of income for the nine month period ended September 30, 2007 gives pro forma effect to the recapitalization, and the consummation of our initial public offering and our application of the net proceeds from the offering to purchase membership interests in IBG LLC from IBG Holdings as though such transactions had occurred on January 1, 2007. Pro forma earnings per share calculations include (i) restricted shares of Common Stock that have been issued or are to be issued pursuant to the 2007 ROI Unit Stock Plan and (ii) issuance of restricted shares of Common Stock pursuant to the 2007 Stock Incentive Plan, but excludes shares of Common Stock that are issuable in the future pursuant to the 2007 Stock Incentive Plan.
- (2) Adjusted for Delaware franchise taxes, \$0.165 million annually.
- (3) The income tax adjustment of \$20.1 million for the nine month period ended September 30, 2007 represents the sum of the incremental current and deferred income tax expense for this period (referenced in note 4 below).
- (4) Subsequent to the IPO, additional deferred income tax expense is \$25.4 million, calculated on a straight line basis, resulting from the amortization of the deferred tax asset of \$380.8 million arising from the acquisition of the 10.3% member interest in IBG LLC (see note 3 above) over 15 years. Of this amount, \$13.1 million would have been amortizable for the nine month period ended September 30, 2007, under current tax law. This additional deferred income tax expense is, however, fully offset by reduced current income tax expense in calculating the total provision for income taxes.
- (5) Adjusted for the approximate 89.7% interest in IBG LLC that IBG Holdings LLC holds arising from the Recapitalization and the IPO, including initial share issuances pursuant to employee equity incentive plans (see note 1 above). The adjustment is equal to approximately 89.7% of IBG LLC's total net income for the period presented.
- (6) Basic earnings per share were calculated based on 40.1 million shares of Common Stock and 100 shares of Class B common stock outstanding. Diluted earnings per share were calculated based on an assumed purchase by us of all remaining IBG LLC membership interests held by IBG Holdings LLC and the issuance by us of 360 million shares of Common Stock, resulting in a total of 401.3 million shares deemed outstanding as of the beginning of the period. There is no impact on earnings per share for such purchase and issuance because 100% of net income before minority interest would be available to common stockholders as IBG Holdings LLC would no longer hold a minority interest. Therefore, the net income utilized to calculate diluted earnings per share would be \$440 million for the nine month period ended September 30, 2007.

Diluted weighted average common shares outstanding include 1.2 million shares of Common Stock to be issued pursuant to the 2007 ROI Unit Stock Plan. Shares of Common Stock to be issued in connection with the 2007 Stock Incentive Plan have been excluded from diluted weighted average common shares outstanding because such shares are non-dilutive.