

## FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Cooper Bruce P</u> <hr/> <div> <div>(Last)</div> <div>(First)</div> <div>(Middle)</div> </div> <u>C/O LIQUID HOLDINGS GROUP, INC.</u> <u>111 RIVER STREET, STE 1204</u> <hr/> <div> <div>(Street)</div> <div>HOBOKEN</div> <div>NJ</div> <div>07030</div> </div> <hr/> <div> <div>(City)</div> <div>(State)</div> <div>(Zip)</div> </div>	<b>2. Date of Event Requiring Statement</b> (Month/Day/Year) <u>03/12/2015</u>	<b>3. Issuer Name <b>and</b> Ticker or Trading Symbol</b> <u>Liquid Holdings Group, Inc. [ LIQD ]</u> <hr/> <div> <div> <b>4. Relationship of Reporting Person(s) to Issuer</b>            (Check all applicable)         </div> <div> <div>Director</div> <div>10% Owner</div> </div> <div> <div><input checked="" type="checkbox"/> Officer (give title below)</div> <div>Other (specify below)</div> </div> <div> <div>Chief Technology Officer</div> </div> </div> <div> <b>5. If Amendment, Date of Original Filed</b>          (Month/Day/Year)       </div> <div> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person          Form filed by More than One Reporting Person       </div>	
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## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	252,864 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option	(2)	11/12/2024	Common Stock	50,000	1.5	D	

**Explanation of Responses:**

- Includes 16,047 unvested restricted stock units, which will vest on January 31, 2016. Each restricted stock unit represents a right to receive common stock as of the date of vesting.
- The option vests in three equal installments on November 13, 2015, 2016 and 2017.

Jose Ibietatorremendia, attorney-in-fact    03/18/2015

\*\* Signature of Reporting Person          Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**