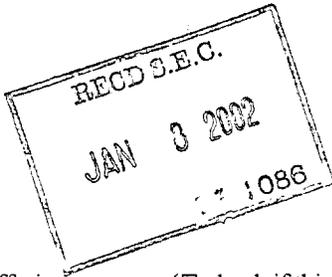


UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



**FORM D**  
**NOTICE OF SALE OF SECURITIES**  
**PURSUANT TO REGULATION D,**  
**SECTION 4(6), AND/OR**  
**UNIFORM LIMITED OFFERING EXEMPTION**

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)

7% Senior Notes due March 24, 2003

1-21-39414

Filing Under (check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

**A. BASIC IDENTIFICATION DATA**

2-21-39415

**1. Enter the information requested about the issuer**

Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)

Interactive Brokers Group LLC and Interactive Brokers Note Corporation (Co-Issuer)

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

One Pickwick Plaza, Greenwich, Connecticut 06830

(203) 618-5800

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
Same as above.

**Brief Description of Business**

Technology-based market making in securities and the provision of clearance and settlement services for institutions and individuals.

**Type of Business Organization**

- corporation (Co-issuer)  limited partnership, already formed  other Limited Liability Company, already formed
- business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Interactive Brokers Group LLC (formerly Timber Hill Group LLC; reorganized as a Connecticut LLC on July 7, 1996):

1 2 / 9 4  Actual  Estimated  
Month Year

Interactive Brokers Note Corporation (Co-issuer)

1 1 / 0 1  Actual  Estimated  
Month Year

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction)

Interactive Brokers Group LLC: CT  
Interactive Brokers Note Corporation (Co-issuer): DE

**GENERAL INSTRUCTIONS**

**Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et. seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N. W., Washington, D.C. 20549.

PROCESSED  
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THOMSON  
FINANCIAL

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**  
**Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.**

*Potential persons who are to respond to the collection of information contained in the form are not required to respond unless the form displays a currently valid OMB control number.*

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote of disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:       Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)

Peterffy, Thomas      Chairman and Chief Executive Officer of Interactive Brokers Group LLC and Sole Director and President, Interactive Brokers Note Corporation

Business Address      (Number and Street, City, State, Zip Code)

One Pickwick Plaza, Greenwich, Connecticut 06830

Check Box(es) that Apply:       Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)

Jacobowitz, Bradford L.      Vice President, Interactive Brokers Note Corporation

Business Address      (Number and Street, City, State, Zip Code)

One Pickwick Plaza, Greenwich, Connecticut 06830

cate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	6	\$ 405,000
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only)		

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	\$	\$
Regulation A .....	\$	\$
Rule 504 .....	\$	\$
Total .....	\$	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ 0
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 30,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 45,000
Engineering Fees .....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ 405*
Other Expenses (identify) .....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ 0
Total .....	<input type="checkbox"/>	\$ 75,000

\* The purchasers paid a commission of \$1 per \$1,000 principal amount of Notes purchased to Interactive Brokers LLC, the Issuers' broker-dealer subsidiary. Because the commission was not an expense to the Issuers, it has not been included in the Total line above.

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

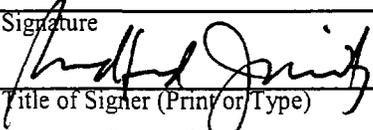
\$ 330,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Purchase of Real Estate .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Repayment of indebtedness .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Working capital .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Other (Subordinated loans to Interactive Brokers Group LLC's broker-dealer subsidiaries): .....	<input type="checkbox"/> N/A	<input type="checkbox"/> \$ 330,000
Column Total .....	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
Total Payments Listed (column totals added) .....	<input type="checkbox"/> N/A	<input type="checkbox"/> \$ 330,000

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuers (Print or Type) Interactive Brokers Group LLC Interactive Brokers Note Corporation (Co-issuer)	Signature 	Date January 3, 2002
Name of Signer (Print or Type)  Bradford L. Jacobowitz	Title of Signer (Print or Type) Associate General Counsel, Interactive Brokers Group LLC Vice President, Interactive Brokers Note Corporation	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 16 U.S.C. 1001.)**

**APPENDIX**

1		2		3	4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C - Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		X								
AK		X								
AZ		X								
AR		X								
CA		X								
CO		X								
CT		X								
DE		X								
DC		X								
FL		X	Debt \$25,000	1	\$25,000	0	0		X	
GA		X								
HI		X								
ID		X								
IL		X	Debt \$10,000	1	\$10,000	0	0		X	
IN		X								
IA		X								
KS		X								
KY		X								
LA		X								
ME		X								
MD		X	Debt \$10,000	1	\$10,000	0	0		X	
MA		X								
MI		X								
MN		X								
MS		X								
MO		X								

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C - Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT		X							
NE		X							
NV		X							
NH		X							
NJ		X	Debt \$100,000	1	\$100,000	0	0		X
NM		X							
NY		X	Debt \$260,000	2	\$260,000	0	0		X
NC		X							
ND		X							
OH		X							
OK		X							
OR		X							
PA		X							
RI		X							
SC		X							
SD		X							
TN		X							
TX		X							
UT		X							
VT		X							
VA		X							
WA		X							
WV		X							
WI		X							
WY		X							
PR		X							