

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  <b>MarketAxess Holdings Inc.</b>		2 Issuer's employer identification number (EIN)  <b>52-2230784</b>	
3 Name of contact for additional information  <b>Antonio DeLise</b>		4 Telephone No. of contact  <b>212-813-6000</b>	5 Email address of contact
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>299 Park Avenue, 10th Floor</b>		7 City, town, or post office, state, and Zip code of contact  <b>New York, NY 10171</b>	
8 Date of action		9 Classification and description  <b>Common Stock</b>	
10 CUSIP number  <b>57060D108</b>	11 Serial number(s)	12 Ticker symbol  <b>MKTX</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ As MarketAxess Holdings Inc. has an accumulated deficit of earnings and profits, tax characterization of its cash distribution to shareholders is first determined with reference to the Company's current earnings and profits. As such, it was determined that 49.27% of the December 27, 2012 cash distribution of \$1.30 per share was not a dividend distribution under Code Section 301(c)(1).

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ 49.27% of the December 27, 2012 cash distribution of \$1.30 per share is treated as either a reduction of basis under Code Section 301(c)(2) or gain (if the distribution is in excess of basis) under Code Section 301(c)(3).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Per share amount not treated as a dividend under Code Section 301(c)(1) is calculated by multiplying the \$1.30 per share cash distribution received by 49.27%.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
Code Section 301(c), 316(a)

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18 Can any resulting loss be recognized? ▶ Not Applicable

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The reportable year of the distribution is 2012.

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<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ <i>Antonio L. DeLise</i>	Date ▶ 2/25/13		
<b>Paid Preparer Use Only</b>	Print your name ▶ ANTONIO L. DELISE	Title ▶ CFO		
	Print/Type preparer's name Brian S. Moore	Preparer's signature <i>B.S.M.</i>	Date 2/21/13	Check <input type="checkbox"/> if self-employed PTIN P00455238
	Firm's name ▶ Grant Thornton LLP	Firm's EIN ▶ 38-6055558		Phone no. 212-422-1000
	Firm's address ▶ 60 Broad Street, New York, NY 10004			