

MARKETAXESS HOLDINGS INC

Reported by **HERSCH RONALD M**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/14/17 for the Period Ending 02/13/17

Address 299 PARK AVENUE, 10TH FLOOR

NEW YORK, NY 10171

Telephone 212-831-6000

CIK 0001278021

Symbol MKTX

SIC Code 6211 - Security Brokers, Dealers, and Flotation Companies

Industry Financial & Commodity Market Operators

Sector Financials

Fiscal Year 12/31



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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STATEMENT OF CHANGES IN 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

| Name and Address of Reporting Person * | | | | | 2 | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|---|-------------------|---------|---|---------|--|-------------------------------|--|--------|--|----------|--------|---|---|---|---|--|--|--|
| Hersch Rona | ald M | | | | | AAR AKT | | AXES | SH | OLD | NG | S IN | IC [| X Direct | or | ! | 10% Owner | | |
| (Last) | (First | (M | Iiddle) | | 3 | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |) | Officer | Officer (give title below) Other (specify below) | | | | | |
| C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE | | | | | | 2/13/2017 | | | | | | | | | | | | | |
| | (Stre | eet) | | | 4 | . If Aı | nendm | ent, Date | Or | iginal F | iled (N | /M/D | D/YYY | Y) 6. Individua | al or Joint/G | roup Filing | (Check Appl | licable Line) | |
| NEW YORK, NY 10171 (City) (State) (Zip) | | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | | Tab | le I - N | on-D | erivat | ive Sec | curities A | Acq | uired, I | Dispos | sed o | f, or I | Beneficially Ow | vned | | | | |
| 1.Title of Security (Instr. 3) 2. Trans. Da | | | | 2A. Deemed Execution Date, if any | | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | d (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | 6. 7. Nature Ownership Form: Beneficial Direct (D) Ownership | | | |
| | | | | | | | | Code | V | Amoun | (A) o | | Price | | | | | (Instr. 4) | |
| Common Stock, par value \$0.003 per share 2/13/2017 | | | | 017 | | | s | | 12000 | D | \$18 | 89.007 | <u>(1)</u> | 34981 | | D | | | |
| | Tab | le II - Der | ivativ | ve Seci | urities | Bene | eficially | y Owned | l (e. | <i>g</i> . , put | s, cal | ls, w | arran | ts, options, con | vertible sec | curities) | | | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Trans. Date | te Exec | | | | Derivat Acquire Dispose | Number of erivative Securities equired (A) or isposed of (D) nstr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | | Securit Deriva | e and Amount of ties Underlying tive Security 3 and 4) | Inderlying Derivative Security Security | | Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | Security | | | Cor | Code | · V | (A) | (D) | | Date Exercisabl | | ration | | Amount or Number Shares | of | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | | |

Explanation of Responses:

- (The transactions were executed in multiple trades at prices ranging from \$188.77 to \$189.435. The price above reflects the weighted average sales price.
- 1) Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | 1 | Other | | | |
| Hersch Ronald M | | | | | | | |
| C/O MARKETAXESS HOLDINGS INC. | X | | | | | | |
| 299 PARK AVENUE | Λ | | | | | | |
| NEW YORK, NY 10171 | | | | | | | |

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Ronald M. Hersch

** 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 4(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 control number.