

# MARKETAXESS HOLDINGS INC

Reported by  
**MCPHERSON KEVIN M**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/12/17 for the Period Ending 06/08/17

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

# FORM 4

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
McPherson Kevin M		MARKETAXESS HOLDINGS INC [ MKTX ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Global Head of Sales</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE		6/8/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10171				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/8/2017		M		5000	A	\$10.93	90929	D	
Common Stock	6/8/2017		S		2495	D	\$199.3407 (1)	88434	D	
Common Stock	6/8/2017		S		1805	D	\$200.2698 (2)	86629	D	
Common Stock	6/8/2017		S		700	D	\$201.4429 (3)	85929	D	
Common Stock	6/12/2017		M		4286	A	\$10.93	90215	D	
Common Stock	6/12/2017		S		1026	D	\$202.1782 (4)	89189	D	
Common Stock	6/12/2017		S		3053	D	\$203.1291 (5)	86136	D	
Common Stock	6/12/2017		S		207	D	\$204.3414 (6)	85929	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$10.93	6/8/2017		M		5000		(7)	1/15/2018	Common Stock	5000	\$0	9286	D	
Employee Stock Option (right to buy)	\$10.93	6/12/2017		M		4286		(7)	1/15/2018	Common Stock	4286	\$0	5000	D	

**Explanation of Responses:**

- The transaction was executed in multiple trades at prices ranging from \$199.01 to \$199.87. The price above reflects the weighted average sales price. 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.
- The transaction was executed in multiple trades at prices ranging from \$200.02 to \$200.67. The price above reflects the weighted average sales price. 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.
- The transaction was executed in multiple trades at prices ranging from \$201.17 to \$201.61. The price above reflects the weighted average sales price. 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.

security holder of the Issuer.

- (4) The transaction was executed in multiple trades at prices ranging from \$201.835 to \$202.57. The price above reflects the weighted average sales price. 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.
- (5) The transaction was executed in multiple trades at prices ranging from \$202.915 to \$203.63. The price above reflects the weighted average sales price. 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.
- (6) The transaction was executed in multiple trades at prices ranging from \$204.30 to \$204.38. The price above reflects the weighted average sales price. 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.
- (7) The employee stock option is fully exercisable.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McPherson Kevin M</b> <b>C/O MARKETAXESS HOLDINGS INC.</b> <b>299 PARK AVENUE</b> <b>NEW YORK, NY 10171</b>			<b>Global Head of Sales</b>	

**Signatures**

/s/ Ori Solomon, as Attorney-in-Fact for Kevin M. McPherson

6/12/2017

\*\*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.

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