

MARKETAXESS HOLDINGS INC

Reported by
MCVEY RICHARD M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/09/18 for the Period Ending 02/08/18

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|-------------|--|
| 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

OMB APPROVAL
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subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

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) | |
| McVey Richard M | | MARKETAXESS HOLDINGS INC [MKTX] | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman & CEO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O MARKETAXESS HOLDINGS, INC., 299 PARK AVENUE | | 2/8/2018 | | | |
| (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, par value \$0.003 per share | 2/8/2018 | | S | (1) | 7490 | D | \$189.0251 | (2) | 1115767 | D |
| Common Stock, par value \$0.003 per share | 2/8/2018 | | S | (1) | 13040 | D | \$189.975 | (3) | 1102727 | D |
| Common Stock, par value \$0.003 per share | 2/8/2018 | | S | (1) | 7068 | D | \$190.8771 | (4) | 1095659 | D |
| Common Stock, par value \$0.003 per share | 2/8/2018 | | S | (1) | 1115 | D | \$191.9937 | (5) | 1094544 | D |
| Common Stock, par value \$0.003 per share | 2/8/2018 | | S | (1) | 4974 | D | \$192.904 | (6) | 1089570 | D |
| Common Stock, par value \$0.003 per share | 2/8/2018 | | S | (1) | 513 | D | \$193.8548 | (7) | 1089057 | D |
| Common Stock, par value \$0.003 per share | 2/8/2018 | | S | (1) | 800 | D | \$195.1013 | (8) | 1088257 | 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The transaction was executed in multiple trades at prices ranging from \$188.51 to \$189.50. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted 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 \$189.51 to \$190.50. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted 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 \$190.51 to \$191.48. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted 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 \$191.58 to \$192.425. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted 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 \$192.59 to \$193.57. The price above reflects the weighted average transaction price.

Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

- (7) The transaction was executed in multiple trades at prices ranging from \$193.59 to \$194.42. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (8) The transaction was executed in multiple trades at prices ranging from \$194.80 to \$195.55. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted 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 | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| McVey Richard M C/O MARKETAXESS HOLDINGS, INC. 299 PARK AVENUE NEW YORK, NY 10171 | X | | Chairman & CEO | |

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Richard M. McVey

2/9/2018

—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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