

# MARKETAXESS HOLDINGS INC

Reported by  
**THEMELIS NICHOLAS**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/18 for the Period Ending 01/31/18

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

<b>1. Name and Address of Reporting Person *</b>  <b>Themelis Nicholas</b>  (Last) (First) (Middle)  <b>C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE</b>  (Street)  <b>NEW YORK, NY 10171</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MARKETAXESS HOLDINGS INC [ MKTX ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/31/2018</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Information Officer</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	1/31/2018		F	(1)	1094	D	\$196.21	62018	D	
Common Stock, par value \$0.003 per share	1/31/2018		F	(1)	352	D	\$196.21	61666	D	
Common Stock, par value \$0.003 per share	1/31/2018		F	(1)	323	D	\$196.21	61343	D	
Common Stock, par value \$0.003 per share	1/31/2018		F	(1)	127	D	\$196.21	61216	D	
Common Stock, par value \$0.003 per share	1/31/2018		F	(2)	1340	D	\$196.21	59876	D	
Common Stock, par value \$0.003 per share	1/31/2018		F	(2)	396	D	\$196.21	59480	D	
Common Stock, par value \$0.003 per share	1/31/2018		F	(2)	162	D	\$196.21	59318	D	
Common Stock, par value \$0.003 per share	1/31/2018		A		809	A	(3)	60127	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				

**Explanation of Responses:**

- (1) Represents the surrender of shares to the Company to satisfy Mr. Themelis 's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Themelis.
- (2) Represents the surrender of shares to the Company to satisfy Mr. Themelis 's tax withholding obligation upon the vesting of shares of restricted stock units previously granted to Mr. Themelis.
- (3) Settlement of performance shares granted January 15, 2017 pursuant to the Issuer's 2012 Incentive Plan, which were settled based on the achievement by the Issuer of adjusted pre-tax operating income targets during the performance period and are payable in shares of restricted stock. The shares of restricted stock will vest in two equal installments on January 31, 2019 and January 31, 2020.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Themelis Nicholas</b>				

C/O MARKETAXESS HOLDINGS INC.  
299 PARK AVENUE  
NEW YORK, NY 10171

Chief Information Officer

**Signatures**

/s/ Ori Solomon, as Attorney-in-Fact for Nicholas Themelis

2/2/2018

\*\*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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