

MARKETAXESS HOLDINGS INC  
 Form 4  
 May 11, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 McVey Richard M

2. Issuer Name and Ticker or Trading Symbol  
 MARKETAXESS HOLDINGS INC  
 [MKTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

NEW YORK, NY 10171

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock, par value \$0.003 per share	05/09/2016		S <sup>(1)</sup>	5,467	D	\$ 126.3005	1,103,192
						(2)	D
Common Stock, par value \$0.003 per share	05/09/2016		S <sup>(1)</sup>	18,122	D	\$ 127.3672	1,085,070
						(3)	D
	05/09/2016		S <sup>(1)</sup>	6,411	D		1,078,659

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Common Stock, par value \$0.003 per share					\$ 127.9719 <u>(4)</u>		
Common Stock, par value \$0.003 per share	05/10/2016	M	25,975	A	\$ 12.96	1,104,634	D
Common Stock, par value \$0.003 per share	05/10/2016	S	23,841	D	\$ 126.7351 <u>(5)</u>	1,080,793	D
Common Stock, par value \$0.003 per share	05/10/2016	S	1,159	D	\$ 127.5477 <u>(6)</u>	1,079,634	D
Common Stock, par value \$0.003 per share	05/11/2016	M	63,565	A	\$ 12.96	1,143,199	D
Common Stock, par value \$0.003 per share	05/11/2016	S	11,100	D	\$ 127.2449 <u>(7)</u>	1,132,099	D
Common Stock, par value \$0.003 per share	05/11/2016	S	13,400	D	\$ 127.7257 <u>(8)</u>	1,118,699	D
Common Stock, par value \$0.003 per share	05/11/2016	S	500	D	\$ 128.701 <u>(9)</u>	1,118,199	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.96	05/10/2016		M	25,975	<sup>(10)</sup> 01/12/2017	Common Stock 25,975
Employee Stock Option (right to buy)	\$ 12.96	05/11/2016		M	63,565	<sup>(10)</sup> 01/12/2017	Common Stock 63,565

## 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

05/11/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The transactions were executed in multiple trades at prices ranging from \$125.785 to \$126.78. 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.
- (3) The transactions were executed in multiple trades at prices ranging from \$126.80 to \$127.79. 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

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Commission staff, the Issuer or a security holder of the Issuer.

(4) The transactions were executed in multiple trades at prices ranging from \$127.80 to \$128.19. 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 transactions were executed in multiple trades at prices ranging from \$126.50 to \$127.46. 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 transactions were executed in multiple trades at prices ranging from \$127.50 to \$127.59. 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 transactions were executed in multiple trades at prices ranging from \$126.51 to \$127.48. 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.

(8) The transactions were executed in multiple trades at prices ranging from \$127.51 to \$128.32. 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.

(9) The transactions were executed in multiple trades at prices ranging from \$128.625 to \$128.72. 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.

(10) The stock option is currently exercisable.

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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