MARKETAXESS HOLDINGS INC

Form 4

August 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Trudeau Robert

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

MARKETAXESS HOLDINGS INC

[MKTX]

(Last) (First) (Middle)

(Month/Day/Year) 08/01/2008

X_ Director 10% Owner

(Check all applicable)

Officer (give title

Other (specify

C/O TECHNOLOGY CROSSOVER **VENTURES, 528 RAMONA**

STREET

(Street)

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

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 94301

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Price

Common

Stock, par value

\$0.003

08/01/2008

Code V Amount

(D)

4.225 (1)

 $D^{(2)}$

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

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SEC 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 9.72	08/01/2008		A	4,225	(3)	08/01/2018	Common Stock, par value \$0.003	4,22

Reporting Owners

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Relationshi	มร

Reporting Owner Name / Address

Director 10%
Owner Officer Other

Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301



Signatures

Carla S. Newell Authorized signatory for Robert W. Trudeau

08/05/2008

**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) Represents a grant of restricted stock pursuant to the issuer's 2004 Stock Incentive Plan (as amended and restated effective April 28, 2006).
- These shares of restricted stock are directly held by Robert W. Trudeau ("Trudeau"). Trudeau has sole voting and dispositive power over the shares; however, TCV VI Management, L.L.C. ("TCM VI") owns 100% of the pecuniary interest therein. Trudeau is a Member of TCM VI. Trudeau disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) The option was granted on August 1, 2008. The option will vest and become exercisable in two equal installments on November 30, 2008 and May 31, 2009.
- (4) The option to purchase Common Stock is directly held by Trudeau. Trudeau has sole voting and dispositive power over the option and the shares to be received upon exercise of the option; however, TCM VI owns 100% of the pecuniary interest therein. Trudeau is a Member of TCM VI. Trudeau disclaims beneficial ownership of such option and shares to be received upon exercise of such option except to the

Reporting Owners 2

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extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.