

MARKETAXESS HOLDINGS INC

Form 4

August 12, 2015

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)
08/10/2015

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

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

(Street)

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

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 | 08/10/2015 | | S ⁽¹⁾ | | 16,202 | D | \$ 97.4491 ⁽²⁾ |
| Common Stock, par value \$0.003 per share | 08/10/2015 | | S ⁽¹⁾ | | 5,691 | D | \$ 98.282 ⁽³⁾ |
| | 08/10/2015 | | S ⁽¹⁾ | | 4,761 | D | 1,064,754 |

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| | | | | | | | | |
|-------------------------|------------|--|------------------|-------|------------|------------|---------|-----------|
| Common Stock, par value | | | | | \$ | | | |
| \$0.003 per share | | | | | 98.9947 | | | |
| | | | | | <u>(4)</u> | | | |
| Common Stock, par value | 08/11/2015 | | S ⁽¹⁾ | 5,200 | D | \$ | 95.1454 | 1,059,554 |
| \$0.003 per share | | | | | | <u>(5)</u> | | D |
| Common Stock, par value | 08/11/2015 | | S ⁽¹⁾ | 4,399 | D | \$ | 96.173 | 1,055,155 |
| \$0.003 per share | | | | | | <u>(6)</u> | | D |
| Common Stock, par value | 08/11/2015 | | S ⁽¹⁾ | 3,747 | D | \$ | 96.9182 | 1,051,408 |
| \$0.003 per share | | | | | | <u>(7)</u> | | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | | | | | | |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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 | 08/12/2015 |
|--|------------|

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
The transactions were executed in multiple trades at prices ranging from \$96.83 to \$97.82. 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 \$97.84 to \$98.82. 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.
- (4) The transactions were executed in multiple trades at prices ranging from \$98.845 to \$99.54. 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 \$94.61 to \$95.59. 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.
- (6) The transactions were executed in multiple trades at prices ranging from \$95.62 to \$96.61. 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.
- (7) The transactions were executed in multiple trades at prices ranging from \$96.64 to \$97.09. 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.

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.