

Themelis Nicholas  
 Form 4  
 June 13, 2012

**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 \*  
 Themelis Nicholas

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)  
 C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/11/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Information Officer

NEW YORK, NY 10171

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

(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) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                           |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |
|                                           |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                            |
| Common Stock, par value \$0.003 per share | 06/11/2012                           |                                                    | M                              | 5,083                                                             | A                                                                                             | \$ 15.6                                                  | 86,754 D                                   |
| Common Stock, par value \$0.003 per share | 06/11/2012                           |                                                    | S                              | 17,263                                                            | D                                                                                             | \$ 30.4974                                               | 69,491 D                                   |
|                                           | 06/12/2012                           |                                                    | M                              | 32,379                                                            | A                                                                                             | \$ 15.6                                                  | 101,870 D                                  |

Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value 06/12/2012 S 32,379 D \$ 30.115  
(2) 69,491 D  
\$0.003 per  
share

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.**

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(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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                            |
| Employee Stock Option (right to buy)       | \$ 15.6                                                | 06/11/2012                           |                                                    | M                              | 5,083                                                                                   | (3) 01/06/2015                                           | Common Stock                                                  | 5,083                      |
| Employee Stock Option (right to buy)       | \$ 15.6                                                | 06/12/2012                           |                                                    | M                              | 32,379                                                                                  | (3) 01/06/2015                                           | Common Stock                                                  | 32,379                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Themelis Nicholas  
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

06/13/2012

\_\_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) These transactions were executed in multiple trades at prices ranging from \$30.39 to \$30.67. The price reflected 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.

(2) These transactions were executed in multiple trades at prices ranging from \$30.00 to \$30.35. The price reflected 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 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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