

MARKETAXESS HOLDINGS INC
Form 3
July 17, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Trudeau Robert | | (Month/Day/Year) | MARKETAXESS HOLDINGS INC [MKTX] | |
| (Last) | (First) | (Middle) | 07/14/2008 | |
| C/O TECHNOLOGY CROSSOVER VENTURES, Â 528 RAMONA STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| | | <input checked="" type="checkbox"/> Director | | <input checked="" type="checkbox"/> 10% Owner |
| | | <input type="checkbox"/> Officer | | <input checked="" type="checkbox"/> Other |
| | | (give title below) | | (specify below) |
| | | May be part of a 13(g) group | | |
| PALO ALTO, Â CA Â 94301 | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: MARKETAXESS HOLDINGS INC - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|-------------------------------|
| Series B Preferred Stock | Â (1) | Â (2) | Common Stock | 3,472,653 | \$ 10 | I | TCV VI, L.P. (3) (4) |
| Series B Preferred Stock | Â (1) | Â (2) | Common Stock | 27,347 | \$ 10 | I | TCV Member Fund, L.P. (5) (4) |
| Common Stock Warrants | Â (1) | Â (6) | Common Stock | 555,624 | \$ 10 | I | TCV VI, L.P. (3) (4) |
| Common Stock Warrants | Â (1) | Â (6) | Common Stock | 4,376 | \$ 10 | I | TCV Member Fund, L.P. (5) (4) |
| Common Stock Warrants | Â (1) | Â (7) | Common Stock | 138,906 | \$ 10 | I | TCV VI, L.P. (3) (4) |
| Common Stock Warrants | Â (1) | Â (7) | Common Stock | 1,094 | \$ 10 | I | TCV Member Fund, L.P. (5) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â X | Â X | Â | May be part of a 13(g) group |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â | Â X | Â | May be part of a 13(g) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â | Â X | Â | May be part of a 13(g) group |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â | Â X | Â | May be part of a 13(g) group |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â | Â X | Â | May be part of a 13(g) group |
| GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET | Â | Â X | Â | May be part of a 13(g) group |

PALO ALTO, CA 94301

Technology Crossover Management VI, L.L.C.
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

^ ^ X ^

May be part of a 13(g) group

TCV VI L P
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

^ ^ X ^

May be part of a 13(g) group

TCV Member Fund, L.P.
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

^ ^ X ^

May be part of a 13(g) group

Signatures

Carla S. Newell Authorized signatory for Robert W. Trudeau 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for Jay C. Hoag 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for Richard H. Kimball 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for John L. Drew 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for Jon Q. Reynolds Jr. 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for William J.G. Griffith IV 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for Technology Crossover Management VI, L.L.C. 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for TCV VI, L.P. 07/17/2008

__Signature of Reporting Person Date

Carla S. Newell Authorized signatory for TCV Member Fund, L.P. 07/17/2008

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Immediately.

(2) Not applicable.

(3) These securities are directly held by TCV VI, L.P. Jay C. Hoag ("Hoag"), Richard H. Kimball ("Kimball"), John L. Drew ("Drew"), Jon Q. Reynolds, Jr. ("Reynolds"), William J.G. Griffith IV ("Griffith") and Robert W. Trudeau ("Trudeau") (collectively the "TCM Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI") which is the sole general partner of

Edgar Filing: MARKETAXESS HOLDINGS INC - Form 3

TCV VI, L.P. The TCM Members and TCM VI may be deemed to beneficially own the securities held by TCV VI, L.P. but the TCM Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (4) Hoag, Kimball, Drew, Reynolds, Griffith, Trudeau, TCM VI, TCV VI, L.P. and TCV Member Fund, L.P. (collectively, "Reporting Owners") may be deemed to be part of a 13(g) group with other related persons however, the Reporting Owners disclaim 13(g) group status.

- (5) These securities are directly held by TCV Member Fund, L.P. Each of the TCM Members are Class A Members of TCM VI which is a general partner of TCV Member Fund, L.P. The TCM Members and TCM VI may be deemed to beneficially own the securities held by TCV Member Fund, L.P. but the TCM Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (6) June 4, 2018.

- (7) July 16, 2018.

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.