

MARKETAXESS HOLDINGS INC

Form S-8

July 28, 2006

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Registration No. 333-_____

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

MARKETAXESS HOLDINGS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

52-2230784

(I.R.S. Employer Identification No.)

**140 Broadway, 42nd Floor
New York, NY**

(Address of Principal Executive Offices)

10005

(Zip Code)

**MarketAcess Holdings Inc. 2004 Stock Incentive Plan
(Amended and Restated Effective April 28, 2006)
(Full Title of the Plan)**

**Richard M. McVey
Chief Executive Officer
MarketAcess Holdings Inc.
140 Broadway, 42nd Floor
New York, NY 10005**

(Name and Address of Agent for Service)

(212) 813-6000

(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**Adam J. Kansler, Esq.
Brian B. Margolis, Esq.
Proskauer Rose LLP
1585 Broadway
New York, NY 10036
(212) 969-3000**

CALCULATION OF REGISTRATION FEE

| Title Of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount Of Registration Fee⁽¹⁾ |
|---|------------------------------------|--|--|---|
| Common Stock, par value \$0.003 per share | 6,670,000 ⁽²⁾ | \$9.54 ⁽³⁾ | \$63,631,800 ⁽³⁾ | \$6,808.60 |

- (1) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the MarketAxess Holdings Inc. 2004 Stock Incentive Plan (Amended and Restated Effective April 28, 2006) (the Plan). A Registration Statement on Form S-8 has previously been filed on November 4, 2004 (Registration No. 333-120229) for the existing securities under the Plan.
- (2) Represents the additional number of shares of common stock, par value \$.003 per share (Common Stock), that may be granted under the Plan.
- (3) Calculated solely for purposes of this offering under

Rules 457(c)
and 457(h) of
the Securities
Act of 1933, as
amended, on the
average of the
high and low
selling prices
per share of the
Common Stock
as reported on
the NASDAQ
National Market
on July 27,
2006.

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Explanatory Note

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 (Registration No. 333-120229) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. The aggregate number of shares of Common Stock that may be subject to awards under the Plan is increased from 3,084,802 to 9,754,802.

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**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the Commission) on November 4, 2004 (Registration No. 333-120229) by MarketAxess Holdings Inc., a Delaware corporation (the Corporation or the Registrant), are incorporated herein by reference. In addition, the Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed with the Commission on March 14, 2006;
- (b) the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2006, filed with the Commission on May 10, 2006;
- (c) the Registrant's Reports on Form 8-K filed on February 2, 2006, April 5, 2006 and July 12, 2006; and
- (d) the Registrant's Registration Statement No. 000-50670 on Form 8-A filed with the Commission on April 1, 2004 pursuant to Section 12(g) of the Securities Exchange Act of 1934 (the Exchange Act), in which there is described the terms, rights, and provisions applicable to the Registrant's common stock, par value \$0.003 per share (the Common Stock).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed filed with the SEC, including our compensation committee report and performance graph (included in our Definitive Proxy Statement), or any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K, or certain exhibits furnished pursuant to Item 9.01 of Form 8-K. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 5.1* | Opinion of Proskauer Rose LLP. |
| 23.1* | Consent of Proskauer Rose LLP (included in the opinion filed as Exhibit 5.1). |
| 23.2* | Consent of PricewaterhouseCoopers LLP. |
| 24.1* | Power of Attorney (included on signature page). |
| 99.1 | MarketAxess Holdings Inc. 2004 Stock Incentive Plan (Amended and Restated Effective April 28, 2006) (incorporated by reference to Appendix A to the Proxy Statement of the Registrant, filed with the Commission on May 1, 2006) |

* Filed Herewith

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York on this 28th day of July, 2006.

MARKETAXESS HOLDINGS INC.

By: /s/ Richard M. McVey

Richard M. McVey
President, Chief Executive Officer and
Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints Richard M. McVey, Charles R. Hood and James N.B. Rucker, or any of them individually, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for and in such person's name, place and stead, in the capacities indicated below, to sign this Registration Statement on Form S-8 of MarketAxess Holdings Inc. and any and all amendments (including post-effective amendments) thereto, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might, or could, do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on July 28, 2006 by the following persons in the capacities indicated.

| Signature | Title |
|---|---|
| /s/ Richard M. McVey Richard M. McVey | President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) |
| /s/ James N. B. Rucker James N.B. Rucker | Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Stephen P. Casper Stephen P. Casper | Director |
| /s/ David G. Gomach David G. Gomach | Director |

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| Signature | Title |
|--|--------------|
| /s/ Carlos M. Hernandez Carlos M. Hernandez | Director |
| /s/ Ronald M. Hersch Ronald M. Hersch | Director |
| /s/ Wayne D. Lyski Wayne D. Lyski | Director |
| /s/ Jerome S. Markowitz Jerome S. Markowitz | Director |
| /s/ Nicolas S. Rohatyn Nicolas S. Rohatyn | Director |
| /s/ John Steinhardt John Steinhardt | Director |

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