

McVey Richard M  
Form 4  
November 13, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)

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

Chairman & CEO

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

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

(Street)

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	(D)	Price
Common Stock, par value \$0.003 per share	11/08/2018		S <sup>(1)</sup>		5,929	D	\$ 203.9467
							(2)
Common Stock, par value \$0.003 per share	11/08/2018		S <sup>(1)</sup>		5,730	D	\$ 205.1444
							(3)
	11/08/2018		S <sup>(1)</sup>		5,340	D	1,047,847

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Common Stock, par value \$0.003 per share					\$ 205.9751 <u>(4)</u>		
Common Stock, par value \$0.003 per share	11/08/2018	S <sup>(1)</sup>	1,400	D	\$ 207.2473 <u>(5)</u>	1,046,447	D
Common Stock, par value \$0.003 per share	11/08/2018	S <sup>(1)</sup>	1,601	D	\$ 207.9454 <u>(6)</u>	1,044,846	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 257.78	11/08/2018		A	69,113	11/08/2023 05/08/2024	Common Stock	69,113	
Employee Stock Option (right to buy)	\$ 278.4	11/08/2018		A	79,411	11/08/2023 05/08/2024	Common Stock	79,411	
Performance Shares	<u>(7)</u>	11/08/2018		A	17,942	<u>(7)</u> <u>(7)</u>	Common Stock	17,942	
Performance Shares	<u>(8)</u>	11/08/2018		A	19,800	<u>(8)</u> <u>(8)</u>	Common Stock	19,800	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	11/13/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.  
The transaction was executed in multiple trades at prices ranging from \$203.47 to \$204.45. 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 transaction was executed in multiple trades at prices ranging from \$204.63 to \$205.585. 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 transaction was executed in multiple trades at prices ranging from \$205.65 to \$206.48. 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 transaction was executed in multiple trades at prices ranging from \$206.70 to \$207.70. 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 transaction was executed in multiple trades at prices ranging from \$207.74 to \$208.10. 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) Each performance share represents a contingent right to receive one share of the Company's common stock. 17,942 shares of the Company's common stock will be awarded subject to the Company's attainment of an average price per share of the common stock of \$257.78, calculated based on the closing price of the common stock over any twenty consecutive trading days during the period from November 8, 2018 to November 8, 2023.
- (8) Each performance share represents a contingent right to receive one share of the Company's common stock. 19,800 shares of the Company's common stock will be awarded subject to the Company's attainment of an average price per share of the common stock of \$278.40, calculated based on the closing price of the common stock over any twenty consecutive trading days during the period from November 8, 2018 to November 8, 2023.

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.