

McVey Richard M
Form 4
October 31, 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)
10/29/2018

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.003 per share	10/29/2018		M		10,298	A	\$ 21.56
					1,054,986	D	
Common Stock, par value \$0.003 per share	10/29/2018		M		12,202	A	\$ 21.56
					1,067,188	D	
	10/29/2018		S ⁽¹⁾		12,202	D	
					1,054,986	D	

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Common Stock, par value \$0.003 per share					\$	209.6289		
					(2)			
Common Stock, par value \$0.003 per share	10/30/2018		M	9,860	A	\$ 21.56	1,064,846	D
Common Stock, par value \$0.003 per share	10/30/2018		M	11,640	A	\$ 21.56	1,076,486	D
Common Stock, par value \$0.003 per share	10/30/2018		S ⁽¹⁾	11,640	D	\$ 214.336	1,064,846	D
						(3)		

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.56	10/29/2018		M	10,298	(4)	01/19/2021	Common Stock	10,298
Employee Stock	\$ 21.56	10/29/2018		M	12,202	(4)	01/19/2021	Common Stock	12,202

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 21.56	10/30/2018	M	9,860	<u>(4)</u>	01/19/2021	Common Stock	9,860
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Employee
Stock

Option (right to buy)	\$ 21.56	10/30/2018	M	11,640	<u>(4)</u>	01/19/2021	Common Stock	11,640
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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	10/31/2018
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 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 shares sold were acquired contemporaneously upon the cashless exercise of a stock option at an exercise price of \$21.56 per share.
The transaction was executed in multiple trades at prices ranging from \$209.25 to \$210.10. 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.
- (2) The transaction was executed in multiple trades at prices ranging from \$213.95 to \$214.645. 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 option was granted on January 19, 2011. The shares underlying the option vested at the following times: 12.5% on January 15, 2012, 25% on each of January 15, 2013, 2014 and 2015, and 12.5% on January 15, 2016.

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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