

McVey Richard M  
Form 4  
November 13, 2018

**FORM 4**

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

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

## OMB APPROVAL

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/08/2018

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chairman & CEO

(Street)  
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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 11/08/2018                              |                                                             | S <sup>(1)</sup>                     | 5,929 D                                                                 | \$<br>203.9467 1,058,917                                                                                           | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 11/08/2018                              |                                                             | S <sup>(1)</sup>                     | 5,730 D                                                                 | \$<br>205.1444 1,053,187                                                                                           | D                                                                       |                                                                   |
|                                                       | 11/08/2018                              |                                                             | S <sup>(1)</sup>                     | 5,340 D                                                                 | 1,047,847                                                                                                          | D                                                                       |                                                                   |

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Common  
Stock, par  
value  
\$0.003 per  
share

\$  
205.9751  
(4)

Common  
Stock, par  
value  
\$0.003 per  
share

11/08/2018 S<sup>(1)</sup> 1,400 D \$  
207.2473 1,046,447 D  
(5)

Common  
Stock, par  
value  
\$0.003 per  
share

11/08/2018 S<sup>(1)</sup> 1,601 D \$  
207.9454 1,044,846 D  
(6)

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock Option<br>(right to buy)          | \$ 257.78                                                             | 11/08/2018                              |                                                             | A                                       | 69,113                                                                                                       | 11/08/2023 05/08/2024                                          | Common<br>Stock                                                | 69,113                              |
| Employee<br>Stock Option<br>(right to buy)          | \$ 278.4                                                              | 11/08/2018                              |                                                             | A                                       | 79,411                                                                                                       | 11/08/2023 05/08/2024                                          | Common<br>Stock                                                | 79,411                              |
| Performance<br>Shares                               | <u>(7)</u>                                                            | 11/08/2018                              |                                                             | A                                       | 17,942                                                                                                       | <u>(7)</u> <u>(7)</u>                                          | Common<br>Stock                                                | 17,942                              |
| Performance<br>Shares                               | <u>(8)</u>                                                            | 11/08/2018                              |                                                             | A                                       | 19,800                                                                                                       | <u>(8)</u> <u>(8)</u>                                          | Common<br>Stock                                                | 19,800                              |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                           | Director      | 10% Owner | Officer        | Other |
| McVey Richard M<br>C/O MARKETAXESS HOLDINGS INC.<br>299 PARK AVENUE<br>NEW YORK, NY 10171 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Richard M.  
McVey

11/13/2018

\_\_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) 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.

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