

MARKETAXESS HOLDINGS INC

Form 4

January 16, 2015

**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

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Themelis Nicholas

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)

01/14/2015

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

Chief Information Officer

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)

\_\_X\_\_ 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 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)
Common Stock, par value \$0.003 per share	01/14/2015		M	15,786	A \$ 10.93	74,515	D
Common Stock, par value \$0.003 per share	01/14/2015		F	2,365	D \$ 72.96 (1)	72,150	D
	01/14/2015		M	1,403	A	72,553	D

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Common Stock, par value \$0.003 per share					\$ 12.96		
Common Stock, par value \$0.003 per share	01/14/2015	F	250	D	\$ 72.96 (1)	73,303	D
Common Stock, par value \$0.003 per share	01/14/2015	M	8,646	A	\$ 11.18	81,949	D
Common Stock, par value \$0.003 per share	01/14/2015	F	1,325	D	\$ 72.96 (1)	80,624	D

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

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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 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)	\$ 10.93	01/14/2015		M		15,786		(2)	01/15/2018	Common Stock	15,786
Employee Stock	\$ 12.96	01/14/2015		M		1,403		(2)	01/12/2017	Common Stock	1,403

Option  
(Right to  
Buy)

Employee  
Stock

Option (Right to Buy)	\$ 11.18	01/14/2015	M	8,646	<u>(2)</u>	01/09/2016	Common Stock	8,646
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Themelis Nicholas C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171			Chief Information Officer	

## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Nicholas  
Themelis

01/16/2015

\_\_\_\_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) Represents the surrender of shares to the Company to satisfy the exercise price of the option reported in Table II.

(2) Currently exercisable.

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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