| Casper Steph<br>Form 5<br>February 06,  | , 2019   |   |   |  |                  |  |   | OMB AI              | PPROVAL                  |  |
|---|--|---|---|--|------------------|--|---|---------------------|--------------------------|--|
| FORM  |  | STATES SECU   | DITIES AN   | D EVCU   |                  |  | MMISSION  | OMB                 | 2025 0262                |  |
| Check this<br>no longer   | s box if   |   | shington, D   |  |                  | EU   | JNIIVII5510IN   | Number:<br>Expires: | 3235-0362<br>January 31, |  |
| to Section<br>Form 4 or<br>5 obligatio<br>may conti<br><i>See</i> Instru<br>1(b).                               | 16. ANN<br>Form ANN<br>ons<br>nue.<br>ction Filed pure | OWNE<br>suant to Section<br>a) of the Public U  | CATEMENT OF CHANGES IN BENEFICIAL<br>OWNERSHIP OF SECURITIESEstimated average<br>burden hours per<br>responseSection 16(a) of the Securities Exchange Act of 1934,<br>Public Utility Holding Company Act of 1935 or Section1. |  |                  |  |   |                     |                          |  |
| Form 4<br>Transactic<br>Reported  | ons  | 30(h) of the I  |   | ompany P   | ACT OF           | 1940   | ,<br>   |                     |                          |  |
| 1. Name and A<br>Casper Step  | Symbol<br>MARK   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>MARKETAXESS HOLDINGS INC<br>[MKTX] |   |  |                  | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)            |   |                     |                          |  |
| (Last)  | (Last) (First) (Middle)                                |   |   | 3. Statement for Issuer's Fiscal Year Ended<br>(Month/Day/Year)<br>12/31/2018                |                  |  | X_ Director10% Owner<br>Officer (give titleOther (specify<br>below)below) |                     |                          |  |
|   | ETAXESS HOLI<br>PARK AVENUE                            | DINGS   | 2010  |  |                  |  |   |                     |                          |  |
|   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)  |   |  |                  | 6. Individual or Joint/Group Reporting<br>(check applicable line)                        |   |                     |                          |  |
| NEW YORK, NY 10171<br>_X_ Form Filed by One Reporting Person<br>Form Filed by More than One Reporting<br>Person |  |   |   |  |                  |  |   |                     |                          |  |
| (City)  | (State)  | (Zip) Tab   | ole I - Non-Der   | ivative Sec  | urities          | Acqui  | ired, Disposed of   | f, or Beneficial    | ly 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.<br>Transaction<br>Code<br>(Instr. 8)   | Action (A) or Disposed of Secure<br>(D) Bene<br>8) (Instr. 3, 4 and 5) Own<br>of Is<br>Fisc: |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)      |                     |                          |  |
| Common  |  |   |   | Amount   | (A)<br>or<br>(D) | Price  | (Instr. 3 and 4)  |                     |                          |  |
| Stock, par<br>value<br>\$0.003 per<br>share   | 12/12/2018   | Â   | G   | 43,808   | D                | \$ 0   | 9,970   | D                   | Â                        |  |
| Common<br>Stock, par<br>value   | 12/12/2018   | Â   | G   | 43,808   | А                | \$0  | 43,808  | Ι                   | By family<br>trust       |  |

## \$0.003 per share

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

Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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 | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities |                     | ate                | Secur | unt of<br>rlying   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9.<br>of<br>D<br>Se<br>B |
|---|---|---|---|--|---------------------|--------------------|-------|--------------------|---|--------------------------|
|   | Security  |   |   | Acquired                                       |                     |                    |       |                    |   | 0                        |
|   |   |   |   | (A) or   |                     |                    |       |                    |   | E                        |
|   |   |   |   | Disposed                                       |                     |                    |       |                    |   | Is                       |
|   |   |   |   | of (D)   |                     |                    |       |                    |   | Fi                       |
|   |   |   |   | (Instr. 3,                                     |                     |                    |       |                    |   | (I                       |
|   |   |   |   | 4, and 5)                                      |                     |                    |       |                    |   |                          |
|   |   |   |   |  |                     |                    |       | Amount             |   |                          |
|   |   |   |   |  | Date<br>Exercisable | Expiration<br>Date | Title | or<br>Number<br>of |   |                          |

(A) (D)

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |
| Casper Stephen P<br>C/O MARKETAXESS HOLDINGS INC.<br>299 PARK AVENUE<br>NEW YORK, NY 10171 | ÂΧ            | Â         | Â       | Â     |  |  |
| Signatures   |               |           |         |       |  |  |
| /s/ Stephen P. 02/06/2019  |               |           |         |       |  |  |

| /s/ Stephen P.<br>Casper                   | 02/06/2019 |  |  |  |
|--|------------|--|--|--|
| <u>**</u> Signature of<br>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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Shares