

MARKETAXESS HOLDINGS INC

Form 4

April 30, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Steinhardt John

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)

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

04/28/2014

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.003 per share	04/28/2014		M	A	1,200	\$ 11	23,601	D
Common Stock, par value \$0.003 per share	04/28/2014		S	D	1,200	\$ 54.9815	22,401	D
	04/29/2014		M	A	8,800	\$ 11	31,201	D

Common
Stock, par
value
\$0.003 per
share

Common
Stock, par
value 04/29/2014 S 8,800 D \$
\$0.003 per 54.0269 22,401 D
share (2)

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11	04/28/2014		M	1,200	<u>(3)</u> 11/04/2014	Common Stock	1,200
Employee Stock Option (right to buy)	\$ 11	04/29/2014		M	8,800	<u>(4)</u> 11/04/2014	Common Stock	8,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Steinhardt John
C/O MARKETAXESS HOLDINGS INC. X
299 PARK AVENUE
NEW YORK, NY 10171

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for John Steinhardt 04/30/2014

__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).
These transactions were executed in multiple trades at prices ranging from \$54.8875 to \$55.08. The price reflected above reflects the
(1) weighted average sales price. Detailed information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.
(2) These transactions were executed in multiple trades at prices ranging from \$53.9311 to \$54.30. The price reflected above reflects the weighted average sales price.
(3) The option is currently exercisable.
(4) The option is 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. 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.