

MARKETAXESS HOLDINGS INC

Form 4

November 21, 2013

**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 \*  
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)  
11/19/2013

\_\_\_ Director \_\_\_ 10% Owner  
 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)  
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock, par value \$0.003 per share | 11/19/2013                           |  | M                              |   | 20,818 A \$ 12.96   | 85,103   | D  |
| Common Stock, par value \$0.003 per share | 11/19/2013                           |  | S                              |   | 20,418 D \$ 68.3907   | 64,685   | D  |
|   | 11/19/2013                           |  | S                              |   | 400 D   | 64,285   | D  |

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|   |            |  |   |       |   |                          |        |   |
|---|------------|--|---|-------|---|--------------------------|--------|---|
| Common Stock, par value \$0.003 per share |            |  |   |       |   | \$ 69.02<br><u>(2)</u>   |        |   |
| Common Stock, par value \$0.003 per share | 11/20/2013 |  | M | 6,659 | A | \$ 12.96                 | 70,944 | D |
| Common Stock, par value \$0.003 per share | 11/20/2013 |  | S | 6,659 | D | \$ 68.3011<br><u>(3)</u> | 64,285 | D |

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 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)       | \$ 12.96   | 11/19/2013                           |  | M                              | 20,818  | <u>(4)</u> 01/12/2017                                    | Common Stock 20,818   |
| Employee Stock Option (right to buy)       | \$ 12.96   | 11/20/2013                           |  | M                              | 6,659   | <u>(5)</u> 01/12/2017                                    | Common Stock 6,659  |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Ori Solomon, as Attorney-in-Fact for Nicholas<br>Themelis | 11/21/2013 |
| **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) These transactions were executed in multiple trades at prices ranging from \$68.00 to \$68.99. The price reflected above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) 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 \$69.00 to \$69.04. The price reflected above reflects the weighted average sales price.
  - (3) These transactions were executed in multiple trades at prices ranging from \$68.00 to \$68.73. The price reflected above reflects the weighted average sales price.
  - (4) The option is currently exercisable.
  - (5) 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.