

HOAG JAY C
Form 4
January 26, 2011

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 *
TCV VI L P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MARKETAXESS HOLDINGS INC [MKTX]

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

May be part of a 13(d) group

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 | | | | |
| Common Stock | 01/24/2011 | | C | 3,472,652 | A | Ⓛ | 3,472,652 | I | TCV VI, L.P. (2) |
| Common Stock | 01/24/2011 | | C | 27,347 | A | Ⓛ | 27,347 | I | TCV Member Fund, L.P. (3) |
| Common Stock | | | | | | | 10,864 (4) | I | TCV VI Management, L.L.C. (5) |
| Common Stock | | | | | | | 2,462 (6) | I | Robert W. Trudeau (7) |

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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 |
| Series B Preferred Stock | (1) | 01/24/2011 | | C | 34,726.52 | (8) (9) | Common Stock | 3,472,65 | |
| Series B Preferred Stock | (1) | 01/24/2011 | | C | 273.47 | (8) (9) | Common Stock | 27,347 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| TCV VI L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(d) group |
| Technology Crossover Management VI, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(d) group |
| TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(d) group |
| Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | X | | May be part of a 13(d) group |
| | | X | | |

| | | |
|--|---|---------------------------------|
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | May be part of a 13(d) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(d) group |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(d) group |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(d) group |
| GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(d) group |

Signatures

| | |
|--|------------|
| Frederic D. Fenton Authorized signatory for TCV VI, L.P. | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Technology Crossover Management VI, L.L.C. | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P. | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Robert W. Trudeau | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Jay C. Hoag | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Richard H. Kimball | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for John L. Drew | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Jon Q. Reynolds Jr. | 01/26/2011 |
| <u> </u> **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for William J.G. Griffith IV | 01/26/2011 |
| <u> </u> **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).

Each outstanding share of the issuer's Series B Preferred Stock automatically converted into 100 shares of the issuer's Common Stock (plus cash in lieu of any fractional share) pursuant to the terms contained in the issuer's Certificate of Designation of Series B Preferred Stock.

(1) These shares are directly held by TCV VI, L.P. Robert W. Trudeau ("Trudeau"), Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively, the "TCM VI Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. The TCM VI Members and TCM VI may be deemed to beneficially own the shares held by TCV VI, L.P., but the TCM VI Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(2) These shares are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VI Members are Class A Members of TCM VI, which is a general partner of TCV MF. The TCM VI Members and TCM VI may be deemed to beneficially own certain of the shares held by TCV MF, but the TCM VI Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(3) Excludes 2,462 shares directly held of record by Trudeau, which are separately reported on this Form 4. Includes 2,461 shares that were previously reported as held directly by Trudeau, which were transferred from Trudeau to TCV VI Management, L.L.C. ("TCV VI Management") on January 11, 2011, and are now held directly by TCV VI Management.

(4) These shares are directly held by TCV VI Management. The TCM VI Members are members of TCV VI Management, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(5) Excludes 2,461 shares that were previously held by Trudeau, which were transferred from Trudeau to TCV VI Management on January 11, 2011, and are now reported on this Form 4 as held directly by TCV VI Management.

(6) These shares are directly held by Trudeau. Trudeau has sole voting and dispositive power over the shares; however, TCV VI Management owns 100% of the pecuniary interest therein. The TCM VI Members are members of TCV VI Management, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(7) Immediately.

(8) Not applicable.

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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