

Themelis Nicholas  
 Form 4  
 February 02, 2018

**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)

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

Chief Information Officer

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

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 (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, par value \$0.003 per share | 01/31/2018                           |  | F <sup>(1)</sup>               | 1,094   | D   | \$ 196.21  | 62,018  | D |
| Common Stock, par value \$0.003 per share | 01/31/2018                           |  | F <sup>(1)</sup>               | 352   | D   | \$ 196.21  | 61,666  | D |
|   | 01/31/2018                           |  | F <sup>(1)</sup>               | 323   | D   |  | 61,343  | D |

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|   |            |                  |       |   |        |        |   |  |
|---|------------|------------------|-------|---|--------|--------|---|--|
| Common Stock, par value \$0.003 per share |            |                  |       |   | \$     |        |   |  |
|   |            |                  |       |   | 196.21 |        |   |  |
| Common Stock, par value \$0.003 per share | 01/31/2018 | F <sup>(1)</sup> | 127   | D | \$     | 61,216 | D |  |
|   |            |                  |       |   | 196.21 |        |   |  |
| Common Stock, par value \$0.003 per share | 01/31/2018 | F <sup>(2)</sup> | 1,340 | D | \$     | 59,876 | D |  |
|   |            |                  |       |   | 196.21 |        |   |  |
| Common Stock, par value \$0.003 per share | 01/31/2018 | F <sup>(2)</sup> | 396   | D | \$     | 59,480 | D |  |
|   |            |                  |       |   | 196.21 |        |   |  |
| Common Stock, par value \$0.003 per share | 01/31/2018 | F <sup>(2)</sup> | 162   | D | \$     | 59,318 | D |  |
|   |            |                  |       |   | 196.21 |        |   |  |
| Common Stock, par value \$0.003 per share | 01/31/2018 | A                | 809   | A | (3)    | 60,127 | 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.**

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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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

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(Instr. 3,  
4, and 5)

| Code | V | (A) | (D) | Date        | Expiration | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|-------------|------------|-------|--|
|      |   |     |     | Exercisable | Date       |       |  |

## 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 Themelis 02/02/2018

\_\_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 Mr. Themelis 's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Themelis.
- (2) Represents the surrender of shares to the Company to satisfy Mr. Themelis 's tax withholding obligation upon the vesting of shares of restricted stock units previously granted to Mr. Themelis.
- (3) Settlement of performance shares granted January 15, 2017 pursuant to the Issuer's 2012 Incentive Plan, which were settled based on the achievement by the Issuer of adjusted pre-tax operating income targets during the performance period and are payable in shares of restricted stock. The shares of restricted stock will vest in two equal installments on January 31, 2019 and January 31, 2020.

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.