

McVey Richard M
Form 4
January 17, 2019

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 *
McVey Richard M

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)
C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

NEW YORK, NY 10171

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

(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) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.003 per share | 12/28/2018 | | G | V | 10 | D | \$ 0 | 1,990 | I | By Immediate Family Member |
| Common Stock, par value \$0.003 per share | 12/28/2018 | | G | V | 10 | A | \$ 0 | 10 | I | By Custodial Account |
| | 01/15/2019 | | A | | 7,757 | A | \$ 0 ⁽¹⁾ | 1,063,793 | D | |

Common
Stock, par
value
\$0.003
per share

Common
Stock, par
value
\$0.003
per share

Common
Stock, par
value
\$0.003
per share

Common
Stock, par
value
\$0.003
per share

Common
Stock, par
value
\$0.003
per share

01/15/2019 F⁽²⁾ 7,555 D \$ 210.88 1,056,238 D

01/15/2019 F⁽³⁾ 5,936 D \$ 210.88 1,050,302 D

01/15/2019 F⁽³⁾ 17,367 D \$ 210.88 1,032,935 D

01/15/2019 F⁽³⁾ 5,263 D \$ 210.88 1,027,672 D

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V | (A) (D) Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| McVey Richard M C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171 | X | | Chairman & CEO | |

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Richard M.
McVey

01/17/2019

__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 a grant of restricted stock units pursuant to the Company's 2012 Incentive Plan. The restricted stock units will vest in three installments of 34% on February 15, 2020, and 33% on each of January 31, 2021 and January 31, 2022.
- (2) Represents the surrender of shares to the Company to satisfy Mr. McVey's tax withholding obligation upon the vesting of restricted stock units previously granted to Mr. McVey.
- (3) Represents the surrender of shares to the Company to satisfy Mr. McVey's tax withholding obligation upon the vesting of restricted stock units previously granted to Mr. McVey.

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.