

MARKETAXESS HOLDINGS INC

Form 4

January 20, 2016

**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

(Last) (First) (Middle)

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

(Street)

NEW YORK, NY 10171

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)
Common Stock, par value \$0.003 per share	01/15/2016		F	2,183 D	\$ 101.77 (1) 71,559	D	
Common Stock, par value \$0.003 per share	01/15/2016		F	1,924 D	\$ 101.77 (2) 69,635	D	
	01/15/2016		A	2,446 A	\$ 0 (3) 72,081	D	



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Represents the surrender of shares to the Company to satisfy Mr. Themelis' tax withholding obligation upon the vesting of shares of restricted stock units previously granted to Mr. Themelis.

- (2) Represents the surrender of shares to the Company to satisfy Mr. Themelis' tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Themelis.
- (3) 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 January 31, 2017 and 33% on each of January 31, 2018 and January 31, 2019.

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.