

MARKETAXESS HOLDINGS INC

Form 4

February 02, 2016

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)

01/29/2016

____ Director ____ 10% Owner
X 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)
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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.003 per share	01/29/2016		A		5,900	A	\$ 0 <u>(1)</u>	86,647	D
Common Stock, par value \$0.003 per share	01/31/2016		F		954	D	\$ 116.23 <u>(2)</u>	85,693	D
	01/31/2016		F		1,375	D		84,318	D

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Common
Stock, par
value
\$0.003 per
share

\$
116.23
(3)

Common
Stock, par
value 01/31/2016
\$0.003 per
share

\$
116.23 82,864 D
(3)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date
Exercisable
Expiration
Date
Title
Amount
or
Number
of
Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Themelis Nicholas
C/O MARKETAXESS HOLDINGS INC.
299 PARK AVENUE
NEW YORK, NY 10171

Chief
Information
Officer

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Nicholas
Themelis

02/02/2016

**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).

- Settlement of performance shares granted January 15, 2015 pursuant to the Issuer's 2012 Incentive Plan, which were settled based on the
- (1) 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, 2017 and January 31, 2018.
 - (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 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.

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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