Themelis Nicholas Form 4 May 20, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to

Themelis Nicholas

Symbol

(Check all applicable)

MARKETAXESS HOLDINGS INC

[MKTX]

(First) (Middle) 3. Da

3. Date of Earliest Transaction

____ Director _____ 10% Owner X_ Officer (give title _____ Other (specify

SSC HOLDINGS

05/16/2013

(Month/Day/Year)

below) below)
Chief Information Officer

C/O MARKETAXESS HOLDINGS

(Street)

INC., 299 PARK AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

Issuer

NEW YORK, NY 10171

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect

(Instr. 3) any

Transaction Disposed of (D)
Code (Instr. 3, 4 and 5)

Securities Ownership Indirect
Beneficially Form: Beneficial
Owned Direct (D) Ownership
Following or Indirect (Instr. 4)

(Month/Day/Year) (Instr. 8)

(A) Reported Transaction(s) or (Instr. 3 and 4)

(Instr. 4)

Code V Amount (D) Price

Common

Stock, par \$ value 05/16/2013 \$ 17,000 D 4

S 17,000 D 45.8864 64,285 D

\$0.003 per share

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.

SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr.	3 and 4)		Own
	Security										Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable Date		Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

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

05/20/2013

**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).

These transactions were executed in multiple trades at prices ranging from \$45.6513 to \$45.965. The price reflected above reflects the (1) weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

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.

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