

MARKETAXESS HOLDINGS INC  
 Form 4  
 February 02, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
**01/29/2016**

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)
				(A) or (D)	Price		
Common Stock, par value \$0.003 per share	01/29/2016		A	5,900	A \$ 0 <sup>(1)</sup>	86,647	D
Common Stock, par value \$0.003 per share	01/31/2016		F	954	D \$ 116.23 <sup>(2)</sup>	85,693	D
	01/31/2016		F	1,375	D	84,318	D



## 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.

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.