

MARKETAXESS HOLDINGS INC

Form 4

November 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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

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)
11/19/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ 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)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.003 per share	11/19/2013		M		20,818 A \$ 12.96	85,103	D
Common Stock, par value \$0.003 per share	11/19/2013		S		20,418 D \$ 68.3907	64,685	D
	11/19/2013		S		400 D	64,285	D

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Common Stock, par value \$0.003 per share					\$ 69.02 <u>(2)</u>		
Common Stock, par value \$0.003 per share	11/20/2013		M	6,659	A	\$ 12.96	70,944 D
Common Stock, par value \$0.003 per share	11/20/2013		S	6,659	D	\$ 68.3011 <u>(3)</u>	64,285 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.96	11/19/2013		M	20,818	<u>(4)</u> 01/12/2017	Common Stock 20,818
Employee Stock Option (right to buy)	\$ 12.96	11/20/2013		M	6,659	<u>(5)</u> 01/12/2017	Common Stock 6,659

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

11/21/2013

__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 \$68.00 to \$68.99. The price reflected above reflects the
- (1) weighted average sales price. Detailed information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.
 - (2) These transactions were executed in multiple trades at prices ranging from \$69.00 to \$69.04. The price reflected above reflects the weighted average sales price.
 - (3) These transactions were executed in multiple trades at prices ranging from \$68.00 to \$68.73. The price reflected above reflects the weighted average sales price.
 - (4) The option is currently exercisable.
 - (5) The option is currently exercisable.

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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