

HOAG JAY C  
Form 4  
February 17, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
TCV VI L P

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)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
May be part of a 13(d) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

02/15/2011

(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  
\_X\_ Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(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 or (D) Price			
Common Stock	02/15/2011		S	1,190,624 D \$ 20.57	2,282,028	I	TCV VI, L.P. <sup>(1)</sup>
Common Stock	02/15/2011		S	9,376 D \$ 20.57	17,971	I	TCV Member Fund, L.P. <sup>(2)</sup>
Common Stock	02/15/2011		S	3,378 D \$ 20.849 <sup>(3)</sup>	7,486	I	TCV VI Management, L.L.C. <sup>(4)</sup>
Common Stock					2,462	I	Robert W. Trudeau <sup>(5)</sup>

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCV VI L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Technology Crossover Management VI, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of a 13(d) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET		X		May be part of a 13(d) group

PALO ALTO, CA 94301

KIMBALL RICK  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
PALO ALTO, CA 94301

X

May be part of a 13(d)  
group

DREW JOHN  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
PALO ALTO, CA 94301

X

May be part of a 13(d)  
group

REYNOLDS JON Q JR  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
PALO ALTO, CA 94301

X

May be part of a 13(d)  
group

GRIFFITH WILLIAM  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
PALO ALTO, CA 94301

X

May be part of a 13(d)  
group

## Signatures

Frederic D. Fenton Authorized signatory for TCV VI, L.P. 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for Technology Crossover Management VI, L.L.C. 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P. 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for Robert W. Trudeau 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for Jay C. Hoag 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for Richard H. Kimball 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for John L. Drew 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for Jon Q. Reynolds Jr. 02/17/2011

\_\_Signature of Reporting Person Date

Frederic D. Fenton Authorized signatory for William J.G. Griffith IV 02/17/2011

\_\_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).

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These shares are directly held by TCV VI, L.P. Robert W. Trudeau ("Trudeau"), Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively, the "TCM VI Members") are Class A Members of Technology Crossover

- (1) Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. The TCM VI Members and TCM VI may be deemed to beneficially own the shares held by TCV VI, L.P., but the TCM VI Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

These shares are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VI Members are Class A Members of TCM VI, which is a general partner of TCV MF. The TCM VI Members and TCM VI may be deemed to beneficially own certain of the shares held by TCV MF, but the TCM VI Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (3) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$20.8450 to \$20.8500. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (4) These shares are directly held by TCV VI Management, L.L.C. ("TCV VI Management"). The TCM VI Members are members of TCV VI Management, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

These shares are directly held by Trudeau. Trudeau has sole voting and dispositive power over the shares; however, TCV VI Management owns 100% of the pecuniary interest therein. The TCM VI Members are members of TCV VI Management, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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.