

DREW JOHN  
Form 4  
August 03, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
Trudeau Robert

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

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA 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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 07/30/2009                           |  | A                              | (A) or (D)<br>Amount<br>4,178<br>(1)                              | \$ 0 4,178  | I  | Robert W. Trudeau (2)                                 |
| Common Stock                    |                                      |  |                                |   | 4,225   | I  | TCV VI Management, L.L.C. (3)                         |

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

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(9-02)

number.

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 10.77   | 07/30/2009                           |  | A                              | 3,187   | <u>(4)</u> 07/30/2019                                    | Common Stock  | 3,187                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                              |
|--|---------------|-----------|---------|------------------------------|
|  | Director      | 10% Owner | Officer | Other                        |
| Trudeau Robert<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301    | X             |           |         | May be part of a 13(d) group |
| HOAG JAY C<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301        |               |           |         | May be part of a 13(d) group |
| KIMBALL RICK<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301      |               |           |         | May be part of a 13(d) group |
| DREW JOHN<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301         |               |           |         | May be part of a 13(d) group |
| REYNOLDS JON Q JR<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301 |               |           |         | May be part of a 13(d) group |

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

May be part of a 13(d)  
 group

## Signatures

|   |            |
|---|------------|
| Carla S. Newell Authorized signatory for Robert W. Trudeau        | 08/03/2009 |
| **Signature of Reporting Person                                   | Date       |
| Carla S. Newell Authorized signatory for Jay C. Hoag              | 08/03/2009 |
| **Signature of Reporting Person                                   | Date       |
| Carla S. Newell Authorized signatory for Richard H. Kimball       | 08/03/2009 |
| **Signature of Reporting Person                                   | Date       |
| Carla S. Newell Authorized signatory for John L. Drew             | 08/03/2009 |
| **Signature of Reporting Person                                   | Date       |
| Carla S. Newell Authorized signatory for Jon Q. Reynolds Jr.      | 08/03/2009 |
| **Signature of Reporting Person                                   | Date       |
| Carla S. Newell Authorized signatory for William J.G. Griffith IV | 08/03/2009 |
| **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).
- (1) Represents a grant of restricted stock pursuant to the issuer's 2004 Incentive Plan (as amended and restated effective April 28, 2006).  
 These shares of restricted stock are directly held by Robert W. Trudeau ("Trudeau"). Trudeau has sole voting and dispositive power over the shares; however, TCM VI Management, L.L.C. ("TCM VI") owns 100% of the pecuniary interest therein. Trudeau, Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr. and William J.G. Griffith IV (collectively, the "TCM Members") are members of TCM VI, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
  - (2) These shares are directly held by TCM VI. The TCM Members are members of TCM VI, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
  - (3) The option was granted on July 30, 2009. The option will vest and become exercisable in two equal installments on November 30, 2009 and May 31, 2010, respectively.  
 The option to purchase Common Stock is held directly by Trudeau. Trudeau has sole voting and dispositive power over the option and the shares to be received upon exercise of the option; however, TCM VI owns 100% of the pecuniary interest therein. The TCM Members are members of TCM VI, but disclaim beneficial ownership of such option and shares to be received upon exercise of such option 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.