

MARKETAXESS HOLDINGS INC  
Form DEFA14A  
April 26, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Amendment No.     )

Filed by the Registrant    Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to § 240.14a-12  
MarketAxess Holdings Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

See the reverse side of this notice to obtain proxy materials and voting instructions. \*\*\* Exercise Your Right to Vote  
\*\*\* Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on  
<mtgdate>. You are receiving this communication because you hold shares in the above named company. This is  
not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the  
more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at  
www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of  
the important information contained in the proxy materials before voting. Meeting Information Meeting Type:  
<mtgtype> For holders as of: <recdate> Date: Time: <mtgtime> Location: 0000334815\_1  
R1.0.1.15 MARKETAXESS HOLDINGS INC. MARKETAXESS HOLDINGS INC. 299 Park Avenue 10th  
Floor NEW YORK, NY 10171 Annual Meeting April 11, 2017 June 08, 2017 June 08, 2017 10:00 AM  
EDT InterContinental New York Barclay Hotel 111 East 48th Street New York, NY 10017

---

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**How To Vote . Before You Vote**

**How to Access the Proxy Materials**

**Proxy Materials Available to VIEW or RECEIVE:** How to View Online: Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:** If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) **BY INTERNET:** [www.proxyvote.com](http://www.proxyvote.com)

2) **BY TELEPHONE:** 1-800-579-1639

3) **BY E-MAIL\*:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. . . 0000334815\_2 R1.0.1.15

1. Combined Shareholder Letter, Proxy Statement and 10-K

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 25, 2017 to facilitate timely delivery.

---

Voting items 0000334815\_3 R1.0.1.15 The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees 1a. Richard M. McVey 1b. Steven L. Begleiter 1c. Stephen P. Casper 1d. Jane Chwick 1e. William F. Cruger 1f. David G. Gomach 1g. Carlos M. Hernandez 1h. Richard G. Ketchum 1i. John Steinhardt 1j. James J. Sullivan The Board of Directors recommends you vote FOR proposals 2 and 3. 2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017. 3. To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the 2017 Proxy Statement. The Board of Directors recommends you vote 1 YEAR on the following proposal: 4. Advisory vote on frequency of the advisory vote on executive compensation. NOTE: UNLESS OTHERWISE SPECIFIED BY THE UNDERSIGNED, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES FOR DIRECTOR LISTED ABOVE AND FOR PROPOSALS 2, AND 3, "1 YEAR" ON THE FREQUENCY OF THE COMPANY'S ADVISORY VOTE ON EXECUTIVE COMPENSATION, AND WILL BE VOTED BY THE PROXYHOLDERS AT THEIR DISCRETION AS TO ANY OTHER MATTERS PROPERLY TRANSACTED AT THE MEETING OR AT ANY POSTPONEMENT OR ADJOURNMENT THEREOF. TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS, JUST SIGN BELOW - NO BOXES NEED BE CHECKED.

---

0000334815\_4 R1.0.1.15