

MARKETAXESS HOLDINGS INC

Form 10-Q/A

June 15, 2006

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q/A
(Amendment No. 1)
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2006
or
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission file number: 0-50670
MARKETAXESS HOLDINGS INC.**

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

52-2230784

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer Identification No.)

**140 Broadway, 42nd Floor
New York, New York**

10005

(Address of Principal Executive Offices)

(Zip Code)

(212) 813-6000

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

At May 3, 2006, the number of shares of the registrant's common stock outstanding was 30,593,808.

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EX-31.1: CERTIFICATION

EX-31.2: CERTIFICATION

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EXPLANATORY NOTE

We are amending our Form 10-Q for the quarter ended March 31, 2006 to revise the officer certifications set forth in Exhibits 31.1 and 31.2 to reflect the language exactly as set forth in Item 601(b)(31) of Regulation S-K.

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PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit Listing

Number	Description
31.1	Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Form 10-Q/A to be signed on its behalf by the undersigned, thereunto duly authorized.

MARKETAXESS HOLDINGS INC.

Date: June 15, 2006

By: /s/ RICHARD M. MCVEY

Richard M. McVey
President and Chief Executive Officer
(principal executive officer)

Date: June 15, 2006

By: /s/ JAMES N.B. RUCKER

James N. B. Rucker
Chief Financial Officer
(principal financial and accounting
officer)

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EXHIBIT INDEX

EXHIBIT

- 31.1 Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002