

MARKETAXESS HOLDINGS INC
Form 4
May 03, 2017

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 *
McVey Richard M

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)
C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

NEW YORK, NY 10171

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

(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 | (A) or (D) | Price |
| Common Stock, par value \$0.003 per share | 05/01/2017 | | M | | 20,000 | A | \$ 10.93 |
| | | | | | 1,082,844 | D | |
| Common Stock, par value \$0.003 per share | 05/01/2017 | | S ⁽¹⁾ | | 10,000 | D | \$ 191.638 |
| | | | | | 1,072,844 | D | |
| | 05/01/2017 | | S ⁽¹⁾ | | 10,000 | D | |
| | | | | | 1,062,844 | D | |

Edgar Filing: MARKETAXESS HOLDINGS INC - Form 4

| | | | | | | | | |
|---|------------|--|------------------|--------|----------|---------------------------|-----------|---|
| Common Stock, par value \$0.003 per share | | | | | \$ | | | |
| | | | | | 192.1216 | | | |
| Common Stock, par value \$0.003 per share | 05/02/2017 | | M | 30,000 | A | \$ 10.93 | 1,092,844 | D |
| Common Stock, par value \$0.003 per share | 05/02/2017 | | S ⁽¹⁾ | 7,000 | D | \$ 189.2625 <u>(2)</u> | 1,085,844 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | \$ 10.93 | 05/01/2017 | | M | 20,000 | <u>(3)</u> 01/15/2018 | Common Stock 20,000 |
| Employee Stock Option (right to buy) | \$ 10.93 | 05/02/2017 | | M | 30,000 | <u>(3)</u> 01/15/2018 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| McVey Richard M C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171 | X | | Chairman & CEO | |

Signatures

| | |
|--|------------|
| /s/ Ori Solomon, as Attorney-in-Fact for Richard M. McVey | 05/03/2017 |
| **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 sale of shares of common stock to cover the exercise price and taxes due upon exercise of employee stock options.
The transaction was executed in multiple trades at prices ranging from \$189.00 to \$189.75. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
 - (2) sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
 - (3) The employee stock options are 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. 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.