

Themelis Nicholas  
 Form 4  
 December 12, 2012

**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 \*  
 Themelis Nicholas

2. Issuer Name and Ticker or Trading Symbol  
 MARKETAXESS HOLDINGS INC  
 [MKTX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Information Officer

(Last) (First) (Middle)  
 C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/10/2012

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, par value \$0.003 per share | 12/10/2012                           |  | M                              |   | 25,069  | A  | \$ 13.95                                   |
|   |                                      |  |                                |   | 94,560  |  | D  |
| Common Stock, par value \$0.003 per share | 12/10/2012                           |  | S                              |   | 15,069  | D  | \$ 32.6673                                 |
|   |                                      |  |                                |   | 79,491  |  | <u>(1)</u>                                 |
|   | 12/11/2012                           |  | M                              |   | 16,278  | A  | \$ 13.95                                   |
|   |                                      |  |                                |   | 95,769  |  | D  |

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Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value  
\$0.003 per  
share

|            |   |        |   |                      |        |   |
|------------|---|--------|---|----------------------|--------|---|
| 12/11/2012 | S | 16,278 | D | \$<br>32.4764<br>(2) | 79,491 | D |
|------------|---|--------|---|----------------------|--------|---|

|            |   |        |   |          |        |   |
|------------|---|--------|---|----------|--------|---|
| 12/12/2012 | M | 16,904 | A | \$ 13.95 | 96,395 | D |
|------------|---|--------|---|----------|--------|---|

|            |   |        |   |                      |        |   |
|------------|---|--------|---|----------------------|--------|---|
| 12/12/2012 | S | 16,904 | D | \$<br>32.6301<br>(3) | 79,491 | 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)       | \$ 13.95   | 12/10/2012                           |  | M                              | 25,069  | (4) 02/25/2014   | Common Stock 25,069   |
| Employee Stock                             | \$ 13.95   | 12/11/2012                           |  | M                              | 16,278  | (4) 02/25/2014   | Common Stock 16,278   |

Option  
(right to  
buy)

Employee  
Stock

|                             |          |            |   |        |     |            |                 |        |
|-----------------------------|----------|------------|---|--------|-----|------------|-----------------|--------|
| Option<br>(right to<br>buy) | \$ 13.95 | 12/12/2012 | M | 16,904 | (4) | 02/25/2014 | Common<br>Stock | 16,904 |
|-----------------------------|----------|------------|---|--------|-----|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Themelis Nicholas<br>C/O MARKETAXESS HOLDINGS INC.<br>299 PARK AVENUE<br>NEW YORK, NY 10171 |               |           | Chief<br>Information<br>Officer |       |

## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Nicholas  
Themelis

12/12/2012

\_\_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).

These transactions were executed in multiple trades at prices ranging from \$32.635 to \$32.75. The price reflected above reflects the  
(1) 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.

These transactions were executed in multiple trades at prices ranging from \$32.30 to \$32.89. The price reflected above reflects the  
(2) 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.

These transactions were executed in multiple trades at prices ranging from \$32.39 to \$32.88. The price reflected above reflects the  
(3) 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.

(4) The option is 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.