

Themelis Nicholas
Form 4
December 12, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

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

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Information Officer

(Street)
NEW YORK, NY 10171

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	12/10/2012		M		25,069	A	\$ 13.95 94,560
Common Stock, par value \$0.003 per share	12/10/2012		S		15,069	D	\$ 32.6673 79,491
	12/11/2012		M		16,278	A	\$ 13.95 95,769

Common
Stock, par
value
\$0.003 per
share

Common Stock, par value \$0.003 per share	12/11/2012	S	16,278	D	\$ 32.4764 (2)	79,491	D
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Common Stock, par value \$0.003 per share	12/12/2012	M	16,904	A	\$ 13.95	96,395	D
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Common Stock, par value \$0.003 per share	12/12/2012	S	16,904	D	\$ 32.6301 (3)	79,491	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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		<u>(4)</u>	02/25/2014	Common Stock	25,069
Employee Stock	\$ 13.95	12/11/2012		M		16,278		<u>(4)</u>	02/25/2014	Common Stock	16,278

Option
(right to
buy)

Employee
Stock

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

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

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