MARKETAXESS HOLDINGS INC
Form 8-K
April 18, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 16, 2019

MarketAxess Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34091**	**52-2230784**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

55 Hudson Yards

New York, New York 10001

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code (212) 813-6000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of Directors

On April 16, 2019, the Board of Directors of MarketAxess Holdings Inc. (the Company) elected Nancy Altobello to serve on the Company s Board of Directors, effective April 16, 2019. The Board of Directors determined that Ms. Altobello is independent under applicable rules, including for purposes of service on the Audit Committee. The Board of Directors appointed Ms. Altobello as a member of the Company s Audit Committee.

There were no arrangements or understandings pursuant to which Ms. Altobello was elected as a director of the Company. There were no transactions since the beginning of the Company s last fiscal year, or any currently proposed transaction, to which the Company or any of its subsidiaries was or is to be a participant, in which the amount involved exceeds $120,000 and in which Ms. Altobello had, or will have, a direct or indirect material interest.

Ms. Altobello will receive the same compensation as other non-employee directors of the Company as described in the Company s definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 25, 2018.

Item 7.01 Regulation FD Disclosure

On April 18, 2019, the Company issued a press release announcing Ms. Altobello s election, which is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information included in this Current Report on Form 8-K (including Exhibit 99.1 hereto) that is furnished pursuant to this Item 7.01 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. In addition, the information included in this Current Report on Form 8-K (including Exhibit 99.1 hereto) that is furnished pursuant to this Item 7.01 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference into such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release issued by MarketAxess Holdings Inc. on April 18, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARKETAXESS HOLDINGS INC.

Date: April 18, 2019

By: /s/ Scott Pintoff
Name: Scott Pintoff
Title: General Counsel and Secretary