

MARKETAXESS HOLDINGS INC

Form 8-K

June 14, 2011

**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): June 9, 2011

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.)

**299 Park Avenue
New York, New York**

10171

(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On June 9, 2011, MarketAxess Holdings Inc. (the Company) held its 2011 Annual Meeting of Stockholders (the 2011 Annual Meeting). A total of 31,701,764 shares of common stock were present or represented by proxy at the 2011 Annual Meeting, representing 90.70% of the issued and outstanding shares entitled to vote at the meeting. The proposals voted upon and the final results of the vote were as follows:

Proposal 1 Election of Directors. The results were as follows:

Director	For	Withheld	Broker Non-Votes
Richard M. McVey	29,186,048	1,458,319	1,057,397
Dr. Sharon Brown-Hruska	30,576,048	68,319	1,057,397
Roger Burkhardt	30,575,992	68,375	1,057,397
Stephen P. Casper	29,753,633	890,734	1,057,397
David G. Gomach	30,575,992	68,375	1,057,397
Carlos M. Hernandez	19,831,665	10,812,702	1,057,397
Ronald M. Hersch	29,214,123	1,430,244	1,057,397
Jerome S. Markowitz	30,575,792	68,575	1,057,397
T. Kelley Millet	29,198,433	1,445,934	1,057,397
Nicolas S. Rohatyn	29,592,825	1,051,542	1,057,397
John Steinhardt	28,769,009	1,875,358	1,057,397

Proposal 2 Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011. The results were as follows:

For	Against	Abstain
30,683,706	1,018,058	0

Proposal 3 Advisory vote on the compensation of the Company's named executive officers as disclosed in the proxy statement pursuant to the SEC's compensation disclosure rules (referred to as the say-on-pay proposal). The results were as follows:

For	Against	Abstain	Broker Non-Votes
29,661,775	377,689	604,903	1,057,397

Proposal 4 Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers. One year was approved. Based on these results, and consistent with the Board's recommendation, the Board has determined that the Company will hold an advisory vote on executive compensation on an annual basis until the next stockholder advisory vote on the frequency of the advisory vote on executive compensation.

One Year	Two Years	Three Years	Abstain
27,834,529	136	2,207,336	602,366

For more information on the 2011 Annual Meeting and the foregoing proposals, see the Company's proxy statement dated April 27, 2011.

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: June 14, 2011

By: /s/ Richard M. McVey

Name: Richard M. McVey

Title: Chief Executive Officer