

CONCANNON CHRISTOPHER R
Form 4
January 24, 2019

FORM 4

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

OMB APPROVAL

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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 *
CONCANNON CHRISTOPHER R

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)

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

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

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

01/22/2019

President and COO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10171

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.003 per share	01/22/2019		A	23,329	A	\$ 0 (1)	23,329 D
Common Stock, par value \$0.003 per share	01/22/2019		A	4,666	A	\$ 0 (2)	27,995 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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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 272.88	01/22/2019		A	35,679	01/22/2024 07/22/2024	Common Stock 35,679
Employee Stock Option (right to buy)	\$ 294.71	01/22/2019		A	41,189	01/22/2024 07/22/2024	Common Stock 41,189
Performance Shares	(3)	01/22/2019		A	8,969	(3) (3)	Common Stock 8,969
Performance Shares	(4)	01/22/2019		A	9,945	(4) (4)	Common Stock 9,945

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONCANNON CHRISTOPHER R C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171	X		President and COO	

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Christopher R. Concannon

01/24/2019

**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 grant of restricted stock units pursuant to the Company's 2012 Incentive Plan. The restricted stock units will vest in three installments of 34% on January 22, 2020, and 33% on each of January 22, 2021 and January 22, 2022.
- (2) Represents a grant of restricted stock units pursuant to the Company's 2012 Incentive Plan. The restricted stock units will vest on January 22, 2022.

Each performance share represents a contingent right to receive one share of the Company's common stock. 8,969 shares of the Company's common stock will be awarded subject to the Company's attainment of an average price per share of \$272.88, calculated based on the closing price of the common stock over any twenty consecutive trading days during the period from January 22, 2019 to January 22, 2024.
- (3) Each performance share represents a contingent right to receive one share of the Company's common stock. 9,945 shares of the Company's common stock will be awarded subject to the Company's attainment of an average price per share of \$294.71, calculated based on the closing price of the common stock over any twenty consecutive trading days during the period from January 22, 2019 to January 22, 2024.
- (4)

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.