

DREW JOHN  
Form 4  
August 03, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Trudeau Robert

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)  
May be part of a 13(d) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

07/30/2009

(Street)

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

PALO ALTO, CA 94301

(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)
Common Stock	07/30/2009		A	V Amount 4,178 (1)	(A) or (D) Price \$ 0 4,178	I	Robert W. Trudeau (2)
Common Stock					4,225	I	TCV VI Management, L.L.C. (3)

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**

SEC 1474  
(9-02)

number.

**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)	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 10.77	07/30/2009		A	3,187	<u>(4)</u> 07/30/2019	Common Stock	3,187

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X			May be part of a 13(d) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(d) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(d) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(d) group

GRIFFITH WILLIAM  
 C/O TECHNOLOGY CROSSOVER VENTURES  
 528 RAMONA STREET  
 PALO ALTO, CA 94301

May be part of a 13(d)  
 group

## Signatures

Carla S. Newell Authorized signatory for Robert W. Trudeau	08/03/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Jay C. Hoag	08/03/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Richard H. Kimball	08/03/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for John L. Drew	08/03/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Jon Q. Reynolds Jr.	08/03/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for William J.G. Griffith IV	08/03/2009
**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 pursuant to the issuer's 2004 Incentive Plan (as amended and restated effective April 28, 2006).  
 These shares of restricted stock are directly held by Robert W. Trudeau ("Trudeau"). Trudeau has sole voting and dispositive power over the shares; however, TCM VI Management, L.L.C. ("TCM VI") owns 100% of the pecuniary interest therein. Trudeau, Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr. and William J.G. Griffith IV (collectively, the "TCM Members") are members of TCM VI, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
  - (2) These shares are directly held by TCM VI. The TCM Members are members of TCM VI, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
  - (3) The option was granted on July 30, 2009. The option will vest and become exercisable in two equal installments on November 30, 2009 and May 31, 2010, respectively.  
 The option to purchase Common Stock is held directly by Trudeau. Trudeau has sole voting and dispositive power over the option and the shares to be received upon exercise of the option; however, TCM VI owns 100% of the pecuniary interest therein. The TCM Members are members of TCM VI, but disclaim beneficial ownership of such option and shares to be received upon exercise of such option except to the extent of their pecuniary interest therein.

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.