

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:

| <b>Director</b>         | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------|-----------------|-------------------------|
| 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:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 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:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 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.

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstain</b> |
|-----------------|------------------|--------------------|----------------|
| 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