

Trudeau Robert
Form 4
May 04, 2011

FORM 4

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

OMB APPROVAL

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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)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

05/02/2011

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/02/2011 | | S | 992,187 D \$ 23.51 | 1,289,841 | I | TCV VI, L.P. (1) |
| Common Stock | 05/02/2011 | | S | 7,813 D \$ 23.51 | 10,158 | I | TCV Member Fund, L.P. (2) |
| Common Stock | 05/02/2011 | | S | 2,770 D \$ 22.8267 (3) | 4,716 | I | TCV VI Management, L.L.C. (4) |
| Common Stock | | | | | 2,462 | I | Robert W. Trudeau (5) |

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | | | |

Signatures

Frederic D. Fenton Authorized signatory for Robert W. Trudeau
05/04/2011

__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) These shares are directly held by TCV VI, L.P. Robert W. Trudeau ("Trudeau") is a Class A Member of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. Trudeau may be deemed to beneficially own the shares held by TCV VI, L.P., but Trudeau disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) These shares are directly held by TCV Member Fund, L.P. ("TCV MF"). Trudeau is a Class A Member of TCM VI, which is a general partner of TCV MF. Trudeau may be deemed to beneficially own certain of the shares held by TCV MF, but Trudeau disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from
- (3) \$22.8200 to \$22.8500. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) These shares are directly held by TCV VI Management, L.L.C . ("TCV VI Management"). Trudeau is a member of TCV VI Management, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- These shares are directly held by Trudeau. Trudeau has sole voting and dispositive power over the shares; however, TCV VI Management
- (5) owns 100% of the pecuniary interest therein. Trudeau is a member of TCV VI Management, but disclaims beneficial ownership of such shares except to the extent of his 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.

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