

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McVey Richard M</u> _____ (Last) (First) (Middle) <u>C/O MARKETAXESS HOLDINGS INC.</u> <u>299 PARK AVENUE</u> _____ (Street) <u>NEW YORK NY 10171</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MARKETAXESS HOLDINGS INC [</u> <u>MKTX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman &amp; CEO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.003 per share	11/08/2018		s <sup>(1)</sup>		5,929	D	\$203.9467 <sup>(2)</sup>	1,058,917	D	
Common Stock, par value \$0.003 per share	11/08/2018		s <sup>(1)</sup>		5,730	D	\$205.1444 <sup>(3)</sup>	1,053,187	D	
Common Stock, par value \$0.003 per share	11/08/2018		s <sup>(1)</sup>		5,340	D	\$205.9751 <sup>(4)</sup>	1,047,847	D	
Common Stock, par value \$0.003 per share	11/08/2018		s <sup>(1)</sup>		1,400	D	\$207.2473 <sup>(5)</sup>	1,046,447	D	
Common Stock, par value \$0.003 per share	11/08/2018		s <sup>(1)</sup>		1,601	D	\$207.9454 <sup>(6)</sup>	1,044,846	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$257.78	11/08/2018		A		69,113		11/08/2023	05/08/2024	Common Stock	69,113	\$0	69,113	D	
Employee Stock Option (right to buy)	\$278.4	11/08/2018		A		79,411		11/08/2023	05/08/2024	Common Stock	79,411	\$0	79,411	D	
Performance Shares	(7)	11/08/2018		A		17,942		(7)	(7)	Common Stock	17,942	\$0	17,942	D	
Performance Shares	(8)	11/08/2018		A		19,800		(8)	(8)	Common Stock	19,800	\$0	19,800	D	

**Explanation of Responses:**

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. The transaction was executed in multiple trades at prices ranging from \$203.47 to \$204.45. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
3. The transaction was executed in multiple trades at prices ranging from \$204.63 to \$205.585. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
4. The transaction was executed in multiple trades at prices ranging from \$205.65 to \$206.48. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
5. The transaction was executed in multiple trades at prices ranging from \$206.70 to \$207.70. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
6. The transaction was executed in multiple trades at prices ranging from \$207.74 to \$208.10. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
7. Each performance share represents a contingent right to receive one share of the Company's common stock. 17,942 shares of the Company's common stock will be awarded subject to the Company's attainment of an average price per share of the common stock of \$257.78, calculated based on the closing price of the common stock over any twenty consecutive trading days during the period from November 8, 2018 to November 8, 2023.
8. Each performance share represents a contingent right to receive one share of the Company's common stock. 19,800 shares of the Company's common stock will be awarded subject to the Company's attainment of an average price per share of the common stock of \$278.40, calculated based on the closing price of the common stock over any twenty consecutive trading days during the period from November 8, 2018 to November 8, 2023.

**Remarks:**

/s/ Ori Solomon, as Attorney-  
in-Fact for Richard M. MeVey 11/13/2018

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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