

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>MarketAxess Holdings Inc.</b>		2 Issuer's employer identification number (EIN) <b>52-2230784</b>	
3 Name of contact for additional information <b>Antonio DeLise</b>	4 Telephone No. of contact <b>212-813-6000</b>	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>299 Park Avenue, 10th Floor</b>		7 City, town, or post office, state, and Zip code of contact <b>New York, NY 10171</b>	
8 Date of action	9 Classification and description <b>Common Stock</b>		
10 CUSIP number <b>57060D108</b>	11 Serial number(s)	12 Ticker symbol <b>MKTX</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **As MarketAxess Holdings Inc. has an accumulated deficit of earnings and profits, tax characterization of its cash distribution to shareholders is first determined with reference to the Company's current earnings and profits. As such, it was determined that 49.27% of the May 24, 2012 cash distribution of \$0.11 per share was not a dividend distribution under Code Section 301(c)(1).**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **49.27% of the May 24, 2012 cash distribution of \$0.11 per share is treated as either a reduction of basis under Code Section 301(c)(2) or gain (if the distribution is in excess of basis) under Code Section 301(c)(3).**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Per share amount not treated as a dividend under Code Section 301(c)(1) is calculated by multiplying the \$0.11 per share cash distribution received by 49.27%.**

