

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Themelis Nicholas</u>  (Last) (First) (Middle) C/O MARKETAXESS HOLDINGS INC. 55 HUDSON YARDS, 15TH FLOOR  (Street) NEW YORK NY 10001  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARKETAXESS HOLDINGS INC [ MKTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>Chief Information Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2020	
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	10/29/2020		M		13,432	A	\$103.3	43,624	D	
Common Stock, par value \$0.003 per share	10/29/2020		M		3,830	A	\$156.85	47,454	D	
Common Stock, par value \$0.003 per share	10/29/2020		S		200	D	\$551.27 <sup>(1)</sup>	47,254	D	
Common Stock, par value \$0.003 per share	10/29/2020		S		1,440	D	\$552.06 <sup>(2)</sup>	45,814	D	
Common Stock, par value \$0.003 per share	10/29/2020		S		9,324	D	\$553.21 <sup>(3)</sup>	36,490	D	
Common Stock, par value \$0.003 per share	10/29/2020		S		100	D	\$554.23	36,390	D	
Common Stock, par value \$0.003 per share	10/29/2020		S		600	D	\$556.69 <sup>(4)</sup>	35,790	D	
Common Stock, par value \$0.003 per share	10/29/2020		S		5,598	D	\$557.81	30,192	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
Stock Option (right to buy)	\$103.3	10/29/2020		M			13,432	(5)	01/31/2022	Common Stock	13,432	\$0.00	13,433	D	
Stock Option (right to buy)	\$156.85	10/29/2020		M			3,830	(5)	01/15/2023	Common Stock	3,830	\$0.00	0	D	

**Explanation of Responses:**

- The transactions were executed in multiple trades at prices ranging from \$550.79 to \$551.74. 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.
- The transactions were executed in multiple trades at prices ranging from \$551.82 to \$552.61. 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.
- The transactions were executed in multiple trades at prices ranging from \$553.00 to \$553.99. 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.
- The transactions were executed in multiple trades at prices ranging from \$556.50 to \$556.93. 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.
- The stock options were fully exercisable.

**Remarks:**

/s/ Jason Edelstein, as  
Attorney-in-Fact for Nicholas Themelis 10/30/2020

\*\* 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.

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 Number.

