

GOMACH DAVID G  
 Form 4  
 February 06, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**GOMACH DAVID G**

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)  
**02/05/2018**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE**

(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

**NEW YORK, NY 10171**

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.003 per share	11/30/2017		G	V 259 D \$ 0	259	D	
Common Stock, par value \$0.003 per share	11/30/2017		G	V 259 A \$ 0	26,054	I	By Trust
	02/05/2018		M	4,225 A \$ 9.72	30,279	I	By Trust

Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value 02/05/2018  
\$0.003 per  
share

S 3,702 D \$ 197.934<sup>(1)</sup> 26,577 I By Trust

Common  
Stock, par  
value 02/05/2018  
\$0.003 per  
share

S 523 D \$ 198.3368<sup>(2)</sup> 26,054 I By Trust

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

**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 control number.**

SEC 1474  
(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 9.72	02/05/2018		M	4,225	<u>(3)</u> 08/01/2018	Common Stock	4,225

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

GOMACH DAVID G  
C/O MARKETAXESS HOLDINGS INC.  
299 PARK AVENUE  
NEW YORK, NY 10171

## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for David G.  
Gomach

02/06/2018

\_\_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) The transaction was executed in multiple trades at prices ranging from \$197.2401 to \$198.115. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

(2) The transaction was executed in multiple trades at prices ranging from \$198.29 to \$198.44. The price above reflects the weighted average transaction price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

(3) The stock options were fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.