

MARKETAXESS HOLDINGS INC  
Form 8-K  
June 07, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 6, 2013**

**MarketAxess Holdings Inc.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34091**  
(Commission  
File Number)

**52-2230784**  
(IRS Employer  
Identification No.)

**299 Park Avenue**  
**New York, New York**  
(Address of principal executive offices)  
**Registrant's telephone number, including area code (212) 813-6000**

**10171**  
(Zip Code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On June 6, 2013, MarketAxess Holdings Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the 2013 Annual Meeting). A total of 34,350,222 shares of common stock were present or represented by proxy at the 2013 Annual Meeting, representing 92.77% of the issued and outstanding shares entitled to vote at the meeting. The proposals voted upon and the final results of the vote were as follows:

**Proposal 1** Election of Directors. The results were as follows:

| Director            | For        | Against | Abstain | Broker Non-Votes |
|---------------------|------------|---------|---------|------------------|
| Richard M. McVey    | 32,272,871 | 764,378 | 621     | 1,312,352        |
| Steven L. Begleiter | 32,942,110 | 95,140  | 620     | 1,312,352        |
| Stephen P. Casper   | 32,942,949 | 94,300  | 621     | 1,312,352        |
| David G. Gomach     | 32,942,640 | 94,610  | 620     | 1,312,352        |
| Carlos M. Hernandez | 32,597,632 | 439,618 | 620     | 1,312,352        |
| Ronald M. Hersch    | 32,718,998 | 318,251 | 621     | 1,312,352        |
| John Steinhardt     | 32,626,000 | 411,250 | 620     | 1,312,352        |
| James J. Sullivan   | 32,778,049 | 259,201 | 620     | 1,312,352        |

**Proposal 2** Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013. The results were as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 34,001,444 | 238,861 | 109,917 |

**Proposal 3** Advisory vote on the compensation of the Company's named executive officers as disclosed in the proxy statement pursuant to the SEC's compensation disclosure rules (referred to as the say-on-pay proposal). The results were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 32,619,983 | 406,085 | 11,802  | 1,312,352        |

For more information on the 2013 Annual Meeting and the foregoing proposals, see the Company's proxy statement dated April 24, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARKETAXESS HOLDINGS INC.

Date: June 7, 2013

By: /s/ Richard M. McVey  
Name: Richard M. McVey  
Title: Chief Executive Officer