

GRIFFITH WILLIAM

Form 4

June 04, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trudeau Robert

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MARKETAXESS HOLDINGS INC
[MKTX]

3. Date of Earliest Transaction
(Month/Day/Year)

06/02/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

May be part of a 13(g) group

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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. 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)
Common Stock	06/02/2009		J ⁽¹⁾	2,114 D	\$ 0 0	D ⁽²⁾	
Common Stock	06/02/2009		J ⁽¹⁾	2,114 A	\$ 0 4,225	I	TCV VI Management, L.L.C. ⁽³⁾ ⁽⁴⁾

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**

SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of a 13(g) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET		X		May be part of a 13(g) group

PALO ALTO, CA 94301

Technology Crossover Management VI, L.L.C.
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

X

May be part of a 13(g)
 group

TCV VI L P
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

X

May be part of a 13(g)
 group

TCV Member Fund, L.P.
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

X

May be part of a 13(g)
 group

Signatures

Carla S. Newell Authorized signatory for Robert W. Trudeau

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for Jay C. Hoag

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for Richard H. Kimball

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for John L. Drew

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for Jon Q. Reynolds Jr.

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for William J.G. Griffith IV

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for Technology Crossover Management VI,
 L.L.C.

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for TCV VI, L.P.

06/04/2009

__Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for TCV Member Fund, L.P.

06/04/2009

__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).

Robert M. Trudeau ("Trudeau") transferred 2,114 shares which were issued under the MarketAxess Holdings Inc. 2004 Stock Incentive

- (1) Plan to TCV VI Management, L.L.C. ("Management"). While Trudeau was the beneficial owner of these shares, Management was entitled to 100% of the pecuniary interest in such shares prior to their transfer.

These shares were held directly by Trudeau. Trudeau had sole voting and dispositive power over these shares; however, Management

- (2) owned 100% of the pecuniary interest therein. Trudeau, Jay C. Hoag ("Hoag"), Richard H. Kimball ("Kimball"), John L. Drew ("Drew"), Jon Q. Reynolds, Jr. ("Reynolds") and William J.G. Griffith IV ("Griffith") (collectively, the "TCM Members") are members of Management, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interests therein.

- (3) These shares are held directly by Management. Each of the TCM Members are members of Management, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interests therein.

- (4) Hoag, Kimball, Drew, Reynolds, Griffith, Trudeau and Management (collectively, "Reporting Owners") may be deemed to be part of a 13(g) group with other related persons; however, the Reporting Owners disclaim 13(g) group status.

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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