

Trudeau Robert
Form 4
May 04, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trudeau Robert

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)

05/02/2011

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

C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET

(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

PALO ALTO, CA 94301

(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 Beneficial Ownership (Instr. 4)
Common Stock	05/02/2011		S	992,187	D \$ 23.51	1,289,841	I TCV VI, L.P. (1)
Common Stock	05/02/2011		S	7,813	D \$ 23.51	10,158	I TCV Member Fund, L.P. (2)
Common Stock	05/02/2011		S	2,770	D \$ (3) 22.8267	4,716	I TCV VI Management, L.L.C. (4)
Common Stock						2,462	I Robert W. Trudeau (5)

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

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

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			

Signatures

Frederic D. Fenton Authorized signatory for Robert W.
Trudeau 05/04/2011

__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) These shares are directly held by TCV VI, L.P. Robert W. Trudeau ("Trudeau") is a Class A Member of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. Trudeau may be deemed to beneficially own the shares held by TCV VI, L.P., but Trudeau disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) These shares are directly held by TCV Member Fund, L.P. ("TCV MF"). Trudeau is a Class A Member of TCM VI, which is a general partner of TCV MF. Trudeau may be deemed to beneficially own certain of the shares held by TCV MF, but Trudeau disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from
- (3) \$22.8200 to \$22.8500. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) These shares are directly held by TCV VI Management, L.L.C . ("TCV VI Management"). Trudeau is a member of TCV VI Management, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- These shares are directly held by Trudeau. Trudeau has sole voting and dispositive power over the shares; however, TCV VI Management
- (5) owns 100% of the pecuniary interest therein. Trudeau is a member of TCV VI Management, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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