

MARKETAXESS HOLDINGS INC

Form 10-Q/A

June 15, 2006

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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 10-Q/A**  
**(Amendment No. 1)**  
 **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**  
**For the quarterly period ended March 31, 2006**  
**or**  
 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**  
**Commission file number: 0-50670**  
**MARKETAXESS HOLDINGS INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

**52-2230784**

(State or Other Jurisdiction of  
Incorporation or Organization)

(IRS Employer Identification No.)

**140 Broadway, 42nd Floor**  
**New York, New York**

**10005**

(Address of Principal Executive Offices)

(Zip Code)

**(212) 813-6000**

(Registrant's Telephone Number, Including Area Code)

**Indicate by check mark whether the registrant:** (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

At May 3, 2006, the number of shares of the registrant's common stock outstanding was 30,593,808.

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**PART II. OTHER INFORMATION**

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**EX-31.1: CERTIFICATION**

**EX-31.2: CERTIFICATION**

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**EXPLANATORY NOTE**

We are amending our Form 10-Q for the quarter ended March 31, 2006 to revise the officer certifications set forth in Exhibits 31.1 and 31.2 to reflect the language exactly as set forth in Item 601(b)(31) of Regulation S-K.

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**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

Exhibit Listing

<b>Number</b>	<b>Description</b>
31.1	Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Form 10-Q/A to be signed on its behalf by the undersigned, thereunto duly authorized.

MARKETAXESS HOLDINGS INC.

Date: June 15, 2006

By: /s/ RICHARD M. MCVEY

Richard M. McVey  
President and Chief Executive Officer  
(principal executive officer)

Date: June 15, 2006

By: /s/ JAMES N.B. RUCKER

James N. B. Rucker  
Chief Financial Officer  
(principal financial and accounting  
officer)

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EXHIBIT

- 31.1 Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002