

DELISE ANTONIO L

Form 4

February 04, 2019

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

OMB APPROVAL

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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 *
 DELISE ANTONIO L

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)

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

C/O MARKETAXESS HOLDINGS
 INC., 299 PARK AVENUE

01/31/2019

Chief Financial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 X 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 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, par value \$0.003 per share	01/31/2019		A	582	A \$ 0 ⁽¹⁾	45,265	D
Common Stock, par value \$0.003 per share	01/31/2019		F ⁽²⁾	29	D \$ 214.77	45,236	D
	01/31/2019		F ⁽³⁾	35	D	45,201	D

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Common Stock, par value \$0.003 per share					\$ 214.77			
Common Stock, par value \$0.003 per share	01/31/2019	F(2)	12	D	\$ 214.77	45,189		D
Common Stock, par value \$0.003 per share	01/31/2019	F(3)	81	D	\$ 214.77	45,108		D
Common Stock, par value \$0.003 per share	01/31/2019	F(2)	82	D	\$ 214.77	45,026		D
Common Stock, par value \$0.003 per share	01/31/2019	F(3)	125	D	\$ 214.77	44,901		D

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

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(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELISE ANTONIO L C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171			Chief Financial Officer	

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Antonio L.
DeLise

02/04/2019

__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).

- Settlement of performance shares granted January 15, 2018 pursuant to the Issuer's 2012 Incentive Plan, which were settled based on the achievement by the Issuer of adjusted pre-tax operating income targets during the performance period and are payable in shares of restricted stock. The shares of restricted stock will vest in two equal installments on January 15, 2020 and January 15, 2021.
- (1) Represents the surrender of shares to the Company to satisfy Mr. DeLise's tax withholding obligation upon the vesting of restricted stock previously granted to Mr. DeLise.
 - (2) Represents the surrender of shares to the Company to satisfy Mr. DeLise's tax withholding obligation upon the vesting of restricted stock units previously granted to Mr. DeLise.
 - (3) Represents the surrender of shares to the Company to satisfy Mr. DeLise's tax withholding obligation upon the vesting of restricted stock units previously granted to Mr. DeLise.

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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