

GRIFFITH WILLIAM  
Form 4  
June 04, 2009

**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 \*  
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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
May be part of a 13(g) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

06/02/2009

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

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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.

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