

MARKETAXESS HOLDINGS INC  
Form 8-K  
June 08, 2012

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 7, 2012

**MarketAxess Holdings Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34091**  
(Commission  
File Number)

**52-2230784**  
(IRS Employer  
Identification No.)

**299 Park Avenue**  
**New York, New York**  
(Address of principal executive offices)  
**Registrant's telephone number, including area code (212) 813-6000**  
(Former name or former address, if changed since last report.)

**10171**  
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On June 7, 2012, MarketAxess Holdings Inc. (the Company) held its 2012 Annual Meeting of Stockholders (the 2012 Annual Meeting). A total of 34,088,134 shares of common stock were present or represented by proxy at the 2012 Annual Meeting, representing 94.3% of the issued and outstanding shares entitled to vote at the meeting. The proposals voted upon and the final results of the vote were as follows:

**Proposal 1** Election of Directors. The results were as follows:

Director	For	Withheld	Broker Non-Votes
Richard M. McVey	31,212,326	1,551,012	1,324,796
Steven L. Begleiter	32,717,184	46,154	1,324,796
Dr. Sharon Brown-Hruska	32,724,586	38,752	1,324,796
Roger Burkhardt	32,672,590	90,748	1,324,796
Stephen P. Casper	32,519,156	244,182	1,324,796
David G. Gomach	32,717,184	46,154	1,324,796
Carlos M. Hernandez	27,270,967	5,492,371	1,324,796
Ronald M. Hersch	30,246,443	2,516,895	1,324,796
John Steinhardt	31,509,488	1,253,850	1,324,796
James J. Sullivan	32,496,302	267,036	1,324,796

**Proposal 2** Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012. The results were as follows:

For	Against	Abstain
33,048,887	1,035,258	3,989

**Proposal 3** Advisory vote on the compensation of the Company's named executive officers as disclosed in the proxy statement pursuant to the SEC's compensation disclosure rules (referred to as the say-on-pay proposal). The results were as follows:

For	Against	Abstain	Broker Non-Votes
30,291,796	2,417,994	53,548	1,324,796

**Proposal 4** Approval of the adoption of an amendment and restatement of the MarketAxess Holdings Inc. 2004 Stock Incentive Plan (as amended and restated effective April 28, 2006) (which, if approved, will be renamed the MarketAxess Holdings Inc. 2012 Incentive Plan) and the performance criteria used in setting performance goals for awards intended to be performance-based under Code Section 162(m). The results were as follows:

For	Against	Abstain	Broker Non-Votes
30,844,891	1,865,454	52,993	1,324,796

**Proposal 5** Approval of the adoption of an amendment and restatement of the MarketAxess Holdings Inc. 2009 Code Section 162(m) Executive Performance Incentive Plan and the performance criteria used in setting performance goals thereunder. The results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
30,954,047	1,761,548	47,743	1,324,796

For more information on the 2012 Annual Meeting and the foregoing proposals, see the Company's proxy statement dated April 25, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARKETAXESS HOLDINGS INC.

Date: June 8, 2012

By: /s/ Richard M. McVey  
Name: Richard M. McVey  
Title: Chief Executive Officer