

GRIFFITH WILLIAM
Form 4
December 22, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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) Code V Amount (D) Price | | | |
| Common Stock | 12/19/2008 | | J ⁽¹⁾ | 2,111 D \$ 0 | 2,114 | D ⁽²⁾ | |
| Common Stock | 12/19/2008 | | J ⁽¹⁾ | 2,111 A \$ 0 | 2,111 | I | TCV VI Management, L.L.C. ⁽³⁾ ⁽⁶⁾ |
| Common Stock | | | | | 34,727 | I | TCV VI, L.P. ⁽⁴⁾ ⁽⁶⁾ |
| Common Stock | | | | | 273 | I | TCV Member Fund, L.P. ⁽⁵⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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 |
| | | X | | |

12/22/2008

**Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for TCV Member Fund, L.P.

12/22/2008

**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 2,111 shares which were issued under the MarketAxess Holdings Inc. 2004 Stock Incentive 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.

(1) These shares are held directly by Trudeau. Trudeau has sole voting and dispositive power over these shares; however, Management owns 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.

(2) 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.

(3) These shares are held directly by TCV VI, L.P. Each of the TCM Members are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. The TCM Members and TCM VI may be deemed to beneficially own the shares held by TCV VI, L.P., but each of the TCM Members and TCM VI disclaims beneficial ownership of such shares except to the extent of their pecuniary interests therein.

(4) These shares are held directly by TCV Member Fund, L.P. Each of the TCM Members are Class A Members of TCM VI, which is a general partner of TCV Member Fund, L.P. The TCM Members and TCM VI may be deemed to beneficially own the shares held by TCV Member Fund, L.P., but each of the TCM Members and TCM VI disclaims beneficial ownership of such shares except to the extent of their pecuniary interests therein.

(5) Hoag, Kimball, Drew, Reynolds, Griffith, Trudeau, TCM VI, TCV VI, L.P. and TCV Member Fund, L.P. (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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.