

Trudeau Robert
Form 4
May 04, 2011

FORM 4

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

OMB APPROVAL

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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)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

05/02/2011

(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)		
				Code V	Amount	Price			
Common Stock	05/02/2011		S	992,187	D	\$ 23.51	1,289,841	I	TCV VI, L.P. <u>(1)</u>
Common Stock	05/02/2011		S	7,813	D	\$ 23.51	10,158	I	TCV Member Fund, L.P. <u>(2)</u>
Common Stock	05/02/2011		S	2,770	D	\$ 22.8267 <u>(3)</u>	4,716	I	TCV VI Management, L.L.C. <u>(4)</u>
Common Stock							2,462	I	Robert W. Trudeau <u>(5)</u>

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- The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from
- (3) \$22.8200 to \$22.8500. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) These shares are directly held by TCV VI Management, L.L.C . ("TCV VI Management"). Trudeau is a member of TCV VI Management, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- These shares are directly held by Trudeau. Trudeau has sole voting and dispositive power over the shares; however, TCV VI Management
- (5) owns 100% of the pecuniary interest therein. Trudeau is a member of TCV VI Management, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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