

MARKETAXESS HOLDINGS INC
Form SC 13G/A
January 28, 2014

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

MARKETAXESS HLDGS INC

(Name of Issuer)

COM

(Title of Class of Securities)

57060D108

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of

the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 57060D108

Person 1

1. (a) Names of Reporting Persons.
Wells Fargo & Company

(b) Tax ID
41-0449260

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 18,190

6. Shared Voting Power 2,824,659

7. Sole Dispositive Power 18,190

8. Shared Dispositive Power 2,967,549

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,985,739

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 7.94 %

12. Type of Reporting Person (See Instructions)

HC

Item 1.

- (a) Name of Issuer
MARKETAXESS HLDGS INC
- (b) Address of Issuer's Principal Executive Offices
140 BROADWAY, 42ND FLOOR, NEW YORK, NY 10005

Item 2.

- (a) Name of Person Filing
Wells Fargo & Company
- (b) Address of Principal Business Office or, if none, Residence
420 Montgomery Street, San Francisco, CA 94104
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
COM
- (e) CUSIP Number
57060D108

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
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- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 2,985,739
- (b) Percent of class: 7.94%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 18,190
 - (ii) Shared power to vote or to direct the vote 2,824,659
 - (iii) Sole power to dispose or to direct the disposition of 18,190
 - (iv) Shared power to dispose or to direct the disposition of 2,967,549

Person 2

- 1. (a) Names of Reporting Persons.
Wells Capital Management Incorporated
(b) Tax ID
95-3692822

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- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

-
- 3. SEC Use Only
-

4. Citizenship or Place of Organization California

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 0

6. Shared Voting Power 169,650

7. Sole Dispositive Power 0

8. Shared Dispositive Power 2,860,679

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,860,679

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 7.60 %

12. Type of Reporting Person (See Instructions)

IA

Item 1.

(a) Name of Issuer
MARKETAXESS HLDGS INC

(b) Address of