

MARKETAXESS HOLDINGS INC  
Form 8-K  
May 07, 2012

OMB APPROVAL  
OMB Number: 3235-0060  
  
Expires: February 28, 2013  
  
Estimated average burden  
  
hours per response.....5.68

**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): May 3, 2012**

**MarketAxess Holdings Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

**001-34091**  
(Commission

**52-2230784**  
(IRS Employer

of incorporation)

File Number)  
**299 Park Avenue**

Identification No.)

**New York, New York 10171**

(Address of principal executive offices) (Zip Code)

**(212) 813-6000**

Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;**

**Compensatory Arrangements of Certain Officers.**

On May 3, 2012, the Compensation Committee (the Committee) of the Board of Directors of MarketAxess Holdings Inc. (the Company) approved an amendment to the Stock Option Agreement, dated February 7, 2003, between the Company and Richard M. McVey, the Company's Chief Executive Officer and Chairman of the Board. The amendment permits Mr. McVey to exercise the non-qualified stock option thereunder (the Option), which expires in February 2013, on a net exercise basis by surrendering shares of the Company's common stock to the Company to satisfy the exercise price and tax withholding obligation related to the exercise of the Option. Upon notification of such approval, Mr. McVey exercised the Option in full on a net exercise basis in order to acquire shares of common stock.

**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: May 7, 2012

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