

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:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 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