

MARKETAXESS HOLDINGS INC

Form 10-Q

October 28, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2010

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 001-34091  
MARKETAXESS HOLDINGS INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or  
organization)*

**52-2230784**

*(IRS Employer Identification No.)*

**299 Park Avenue, 10th Floor New York, New York**

*(Address of principal executive offices)*

**10171**

*(Zip Code)*

**(212) 813-6000**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large

accelerated filer

☐

Accelerated filer

☒

Non-accelerated filer ☐

Smaller reporting company ☐

*(Do not check if a smaller reporting company)*

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 27, 2010, the number of shares of the Registrant's voting common stock outstanding was 30,927,791 and the number of shares of the Registrant's non-voting common stock was 2,585,654.



**MARKETAXESS HOLDINGS INC.**  
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**MARKETAXESS HOLDINGS INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**  
**(Unaudited)**

	As of	
	September 30, 2010 (In thousands, except share and per share amounts)	December 31, 2009
<b>ASSETS</b>		
Cash and cash equivalents	\$ 108,745	\$ 103,341
Securities available-for-sale, at fair value	74,218	70,997
Securities and cash provided as collateral	4,943	4,971
Accounts receivable, including receivables from related parties of \$2,840 and \$3,431, respectively, net of allowance of \$663 and \$859 as of September 30, 2010 and December 31, 2009, respectively	27,320	23,150
Furniture, equipment and leasehold improvements, net of accumulated depreciation and amortization	9,595	6,856
Software development costs, net of accumulated amortization	3,027	3,420
Goodwill and intangible assets, net of accumulated amortization	36,392	37,530
Prepaid expenses and other assets	2,591	3,041
Deferred tax assets, net	20,338	23,980
<b>Total assets</b>	<b>\$ 287,169</b>	<b>\$ 277,286</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Accrued employee compensation	\$ 13,551	\$ 15,157
Deferred revenue	4,878	4,262
Accounts payable, accrued expenses and other liabilities, including payables to related parties of \$68 and \$29 as of September 30, 2010 and December 31, 2009, respectively	12,674	11,050
<b>Total liabilities</b>	<b>31,103</b>	<b>30,469</b>
<b>Commitments and Contingencies (Note 10)</b>		
<b>Series B Preferred Stock</b> , \$0.001 par value, 35,000 shares authorized, issued and outstanding as of September 30, 2010 and December 31, 2009, liquidation preference of \$1,000 per share	30,315	30,315
<b>Stockholders' equity</b>		
Preferred stock, \$0.001 par value, 4,855,000 shares authorized, no shares issued and outstanding as of September 30, 2010 and December 31, 2009		

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Series A Preferred Stock, \$0.001 par value, 110,000 shares authorized, no shares issued and outstanding as of September 30, 2010 and December 31, 2009		
Common stock voting, \$0.003 par value, 110,000,000 shares authorized, 35,597,220 shares and 34,654,957 shares issued as of September 30, 2010 and December 31, 2009, respectively	107	104
Common stock non-voting, \$0.003 par value, 10,000,000 shares authorized, 2,585,654 shares issued and outstanding as of September 30, 2010 and December 31, 2009	9	9
Additional paid-in capital	330,956	313,896
Receivable for common stock subscribed		(713)
Treasury stock Common stock voting, at cost, 4,419,296 and 2,864,120 shares as of September 30, 2010 and December 31, 2009, respectively	(63,258)	(40,000)
Accumulated deficit	(40,961)	(55,403)
Accumulated other comprehensive loss	(1,102)	(1,391)
<b>Total stockholders equity</b>	<b>225,751</b>	<b>216,502</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 287,169</b>	<b>\$ 277,286</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**MARKETAXESS HOLDINGS INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	<b>Three Months Ended</b>		<b>Nine Months Ended September</b>	
	<b>September 30,</b>		<b>30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands, except share and per share amounts)</b>			
<b>Revenues</b>				
Commissions				
U.S. high-grade	\$ 21,537	\$ 16,306	\$ 61,562	\$ 43,629
Eurobond	4,075	5,497	14,236	14,351
Other	5,540	3,486	14,121	9,585
 Total commissions	 31,152	 25,289	 89,919	 67,565
Technology products and services	3,455	2,601	9,870	6,720
Information and user access fees	1,603	1,519	4,959	4,678
Investment income	301	314	907	880
Other	902	286	1,968	637
 <b>Total revenues</b>	 37,413	 30,009	 107,623	 80,480
 <b>Expenses</b>				
Employee compensation and benefits	14,326	13,127	42,448	36,486
Depreciation and amortization	1,560	1,654	4,798	5,124
Technology and communications	2,543	2,029	7,313	6,391
Professional and consulting fees	2,241	1,645	6,369	5,137
Occupancy	706	706	2,351	2,075
Marketing and advertising	679	651	2,066	2,004
General and administrative	1,834	1,654	5,813	4,253
 <b>Total expenses</b>	 23,889	 21,466	 71,158	 61,470
 <b>Income before income taxes</b>	 13,524	 8,543	 36,465	 19,010
<b>Provision for income taxes</b>	4,913	3,903	13,984	8,344
 <b>Net income</b>	 \$ 8,611	 \$ 4,640	 \$ 22,481	 \$ 10,666
 Net income per common share				
Basic	\$ 0.24	\$ 0.13	\$ 0.61	\$ 0.29
Diluted	\$ 0.22	\$ 0.12	\$ 0.57	\$ 0.28
 Cash dividends declared per common share	 \$ 0.07	 \$	 \$ 0.21	 \$
 Weighted average common shares				
Basic	32,944,706	33,287,464	33,434,374	33,242,280



Diluted	38,743,590	38,196,823	39,187,558	37,855,864
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The accompanying notes are an integral part of these consolidated financial statements.

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**MARKETAXESS HOLDINGS INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**  
**AND ACCUMULATED OTHER COMPREHENSIVE LOSS**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010**  
**(Unaudited)**

	Common		Receivable		Treasury		Accumu-	Total
	Common		for		Stock -		lated	
	Common	Non-	Additional	Common	Common	Accumu-	Other	Stock-
	Stock	Voting	Paid-In	Stock	Stock	lated	Comprehen-	holders
	Voting		Capital	Subscribed	Voting	Deficit	sive Loss	Equity
	(In thousands)							
Balance at December 31, 2009	\$ 104	\$ 9	\$ 313,896	\$ (713)	\$ (40,000)	\$ (55,403)	\$ (1,391)	\$ 216,502
Comprehensive income:								
Net income						22,481		22,481
Cumulative translation adjustment and foreign currency exchange hedge, net of tax							(380)	(380)
Unrealized net gain on securities available-for-sale, net of tax							669	669
Total comprehensive income								22,770
Stock-based compensation			6,628					6,628
Exercise of stock options and grants of restricted stock, net of withholding tax on stock vesting	3		1,955					1,958
Cash dividend on common stock and Series B Preferred Stock						(8,039)		(8,039)
Purchase of treasury stock					(23,258)			(23,258)
Repayment of promissory notes				713				713
Tax benefit from the exercise of warrants in prior years			7,571					7,571
Windfall tax benefits from stock-based compensation			906					906
Balance at September 30, 2010	\$ 107	\$ 9	\$ 330,956	\$	\$ (63,258)	\$ (40,961)	\$ (1,102)	\$ 225,751

The accompanying notes are an integral part of these consolidated financial statements.



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**MARKETAXESS HOLDINGS INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>	
<b>Cash flows from operating activities</b>		
Net income	\$ 22,481	\$ 10,666
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,798	5,124
Stock-based compensation expense	6,628	6,304
Deferred taxes	10,982	7,153
Provision for bad debts	389	673
Gain on sale of securities	(411)	
Changes in operating assets and liabilities		
(Increase) in accounts receivable	(4,559)	(11,043)
Decrease in prepaid expenses and other assets	450	798
Decrease in accrued employee compensation	(1,606)	(225)
Increase in deferred revenue	616	2,122
Increase in accounts payable, accrued expenses and other liabilities	1,815	2,441
<b>Net cash provided by operating activities</b>	<b>41,583</b>	<b>24,013</b>
<b>Cash flows from investing activities</b>		
Acquisition of business		(1,368)
Securities available-for-sale:		
Proceeds from maturities and sales	55,480	15,740
Purchases	(57,194)	(35,985)
Securities and cash provided as collateral	28	(240)
Purchases of furniture, equipment and leasehold improvements	(4,684)	(1,560)
Capitalization of software development costs	(1,331)	(1,421)
<b>Net cash used in investing activities</b>	<b>(7,701)</b>	<b>(24,834)</b>
<b>Cash flows from financing activities</b>		
Cash dividend on common stock and Series B Preferred Stock	(8,039)	
Purchase of treasury stock	(23,258)	
Proceeds from exercise of stock options and grants of restricted stock, net of withholding tax	1,958	211
Windfall tax benefits from stock-based compensation	906	(319)
Other	522	90
<b>Net cash used in financing activities</b>	<b>(27,911)</b>	<b>(18)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>(567)</b>	<b>(351)</b>

**Cash and cash equivalents**

Net increase (decrease) for the period	5,404	(1,190)
Beginning of year	103,341	107,323

<b>End of period</b>	<b>\$ 108,745</b>	<b>\$ 106,133</b>
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**Supplemental cash flow information:**

**Cash paid during the year:**

Income taxes paid	\$ 1,638	\$ 213
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**Non-cash activity:**

Capital lease obligation	\$	\$ 723
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The accompanying notes are an integral part of these consolidated financial statements.

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**MARKETAXESS HOLDINGS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited**

**1. Organization and Principal Business Activity**

MarketAxess Holdings Inc. (the Company) was incorporated in the State of Delaware on April 11, 2000. Through its subsidiaries, the Company operates an electronic trading platform for corporate bonds and other types of fixed-income instruments through which the Company's institutional investor clients can access the liquidity provided by its broker-dealer clients. The Company's multi-dealer trading platform allows its institutional investor clients to simultaneously request competitive, executable bids or offers from multiple broker-dealers, and to execute trades with the broker-dealer of their choice. The Company offers its clients the ability to trade U.S. high-grade corporate bonds, European high-grade corporate bonds, credit default swaps, agencies, high yield and emerging markets bonds. The Company also executes certain bond transactions between and among institutional investor and broker-dealer clients on a riskless principal basis by serving as counterparty to both the buyer and the seller in matching back-to-back trades, which then settle through a third-party clearing organization. Through its Corporate BondTicker service, the Company provides fixed-income market data, analytics and compliance tools that help its clients make trading decisions. In addition, the Company provides FIX (Financial Information eXchange) message management tools, connectivity solutions and ancillary technology services that facilitate the electronic communication of order information between trading counterparties.

The Company's stockholder broker-dealer clients as of January 1, 2010 were BNP Paribas, Credit Suisse and JPMorgan. These broker-dealer clients constitute related parties of the Company (together, the Stockholder Broker-Dealer Clients). For 2009, the same three dealers were considered to be Stockholder Broker-Dealer Clients. See Note 7, Related Parties.

**2. Significant Accounting Policies**

***Basis of Presentation***

The Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated. These Consolidated Financial Statements are unaudited and should be read in conjunction with the audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009. The consolidated financial information as of December 31, 2009 has been derived from audited financial statements not included herein.

These unaudited Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the U.S. Securities and Exchange Commission (SEC) with respect to Form 10-Q and reflect all adjustments that, in the opinion of management, are normal and recurring, and that are necessary for a fair statement of the results for the interim periods presented. In accordance with such rules and regulations, certain disclosures that are normally included in annual financial statements have been omitted. Interim period operating results may not be indicative of the operating results for a full year.

***Cash and Cash Equivalents***

Cash and cash equivalents include cash maintained at U.S. and U.K. banks and in money market funds. The Company defines cash equivalents as short-term interest-bearing investments with maturities at the time of purchase of three months or less. The Company's cash is held at major international banks. Given this concentration, the Company may be exposed to certain credit risk.

***Securities Available-for-Sale***

The Company classifies its marketable securities as available-for-sale securities. Unrealized marketable securities gains and losses, net of taxes, are reflected as a net amount under the caption of accumulated other comprehensive loss in the Consolidated Statements of Financial Condition. Realized gains and losses are recorded in the Consolidated Statements of Operations in other revenues. For the purpose of computing realized gains and losses, cost is determined on a specific identification basis.



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**MARKETAXESS HOLDINGS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)**

The Company assesses whether an other-than-temporary impairment loss on the investments has occurred due to declines in fair value or other market conditions. The portion of an other-than-temporary impairment related to credit loss is recorded as a charge in the Consolidated Statements of Operations. The remainder is recognized in other comprehensive loss if the Company does not intend to sell the security and it is more likely than not that the Company will not be required to sell the security prior to recovery. No charges for other-than-temporary losses were recorded during the nine months ended September 30, 2010 and 2009.

***Fair Value Financial Instruments***

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The standard also establishes a three-tiered fair value hierarchy that prioritizes inputs to valuation techniques used in fair value calculations. The three levels of inputs are defined as Level 1 (unadjusted quoted prices for identical assets or liabilities in active markets), Level 2 (inputs that are observable in the marketplace other than those inputs classified in Level 1) and Level 3 (inputs that are unobservable in the marketplace). The Company's financial assets and liabilities measured at fair value on a recurring basis consist of its securities available-for-sale portfolio and one foreign currency forward contract.

***Securities and Cash Provided as Collateral***

Securities provided as collateral consist of U.S. government obligations and cash. Collectively, these amounts are used as collateral for standby letters of credit, electronic bank settlements, foreign currency forward contracts to hedge the Company's net investments in certain foreign subsidiaries and broker-dealer clearance accounts.

***Allowance for Doubtful Accounts***

The Company continually monitors collections and payments from its clients and maintains an allowance for doubtful accounts. The allowance for doubtful accounts is based upon the historical collection experience and specific collection issues that have been identified. Additions to the allowance for doubtful accounts are charged to bad debt expense, which is included in general and administrative expense in the Company's Consolidated Statements of Operations.

***Depreciation and Amortization***

Fixed assets are carried at cost less accumulated depreciation. The Company uses the straight-line method of depreciation over three to seven years, which is indicative of the estimated useful life of the assets. Leasehold improvements are stated at cost and are amortized using the straight-line method over the lesser of the life of the improvement or the remaining term of the lease.

***Software Development Costs***

The Company capitalizes certain costs associated with the development of internal use software at the point at which the conceptual formulation, design and testing of possible software project alternatives have been completed. The Company capitalizes employee compensation and related benefits and third party consulting costs incurred during the preliminary software project stage. Once the product is ready for its intended use, such costs are amortized on a straight-line basis over three years. The Company reviews the amounts capitalized for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable.

***Foreign Currency Translation and Forward Contracts***

Assets and liabilities denominated in foreign currencies are translated using exchange rates at the end of the period; revenues and expenses are translated at average monthly rates. Gains and losses on foreign currency translation are a component of accumulated other comprehensive loss in the Consolidated Statements of Financial Condition. Transaction gains and losses are recorded in general and administrative expense in the Consolidated Statements of Operations.

The Company enters into foreign currency forward contracts to hedge its net investment in its U.K. subsidiary. Gains and losses on these transactions are deferred and included in accumulated other comprehensive loss on the Consolidated Statements of Financial Condition.





**Table of Contents****MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)*****Revenue Recognition***

The majority of the Company's revenues are derived from monthly distribution fees and commissions for trades executed on its platform that are billed to its broker-dealer clients on a monthly basis. The Company also derives revenues from technology products and services, information and user access fees, investment income and other income.

*Commission revenue.* Commissions are generally calculated as a percentage of the notional dollar volume of bonds traded on the platform and vary based on the type and maturity of the bond traded. Under the Company's transaction fee plans, bonds that are more actively traded or that have shorter maturities are generally charged lower commissions, while bonds that are less actively traded or that have longer maturities generally command higher commissions. For trades that the Company executes between and among institutional investor and broker-dealer clients on a riskless principal basis by serving as counterparty to both the buyer and the seller, the Company earns the commission through the difference in price between the two back-to-back trades.

*Technology products and services.* The Company generates revenues from technology software licenses, maintenance and support services (referred to as post-contract technical support or PCS) and professional consulting services. Revenue is generally recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collection is considered probable. The Company generally sells software licenses and services together as part of multiple-element arrangements. The Company also enters into contracts for technology integration consulting services unrelated to any software product. When the Company enters into a multiple-element arrangement, the residual method is used to allocate the total fee among the elements of the arrangement. Under the residual method, license revenue is recognized upon delivery when vendor-specific objective evidence of fair value exists for all of the undelivered elements in the arrangement, but does not exist for one or more of the delivered elements in the arrangement. Each license arrangement requires that the Company analyze the individual elements in the transaction and estimate the fair value of each undelivered element, which typically includes PCS and professional services. License revenue consists of license fees charged for the use of the Company's products under perpetual and, to a lesser extent, term license arrangements. License revenue from a perpetual arrangement is generally recognized upon delivery while license revenue from a term arrangement is recognized ratably over the duration of the arrangement on a straight-line basis. If the professional services are essential to the functionality of the software product, the license revenue is recognized upon customer acceptance or satisfaction of the service obligation. Professional services are generally separately priced, are available from a number of suppliers and are typically not essential to the functionality of the Company's software products. Revenues from these services are recognized separately from the license fee. Generally, revenue from time-and-materials consulting contracts is recognized as services are performed.

PCS includes telephone support, bug fixes and unspecified rights to product upgrades and enhancements, and is recognized ratably over the term of the service period, which is generally 12 months. The Company estimates the fair value of the PCS portion of an arrangement based on the price charged for PCS when sold separately. The Company sells PCS on a separate, standalone basis when customers renew PCS.

Revenues from contracts for technology integration consulting services are recognized on the percentage-of-completion method. Percentage-of-completion accounting involves calculating the percentage of services provided during the reporting period compared to the total estimated services to be provided over the duration of the contract. If estimates indicate that a contract loss will occur, a loss provision is recorded in the period in which the loss first becomes probable and reasonably estimable. Contract losses are determined to be the amount by which the estimated direct and indirect costs of the contract exceed the estimated total revenues that will be generated by the contract. There were no material contract loss provisions recorded as of September 30, 2010 and December 31, 2009. Revenues recognized in excess of billings are recorded as unbilled services. Billings in excess of revenues recognized are recorded as deferred revenues until revenue recognition criteria are met.

*Initial set-up fees.* The Company enters into agreements with its broker-dealer clients pursuant to which the Company provides access to its platform through a non-exclusive and non-transferable license. Broker-dealer clients may pay an

initial set-up fee, which is typically due and payable upon execution of the broker-dealer agreement. The initial set-up fee varies by agreement. Revenue is recognized over the initial term of the agreement, which is generally two years.

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**MARKETAXESS HOLDINGS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Unaudited (Continued)**

***Stock-Based Compensation***

The Company measures and recognizes compensation expense for all share-based payment awards based on their estimated fair values measured as of the grant date. These costs are recognized as an expense in the Consolidated Statements of Operations over the requisite service period, which is typically the vesting period, with an offsetting increase to additional paid-in capital.

***Income Taxes***

Income taxes are accounted for using the asset and liability method. Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when such differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recognized against deferred tax assets if it is more likely than not that such assets will not be realized in future years. The Company recognizes interest and penalties related to unrecognized tax benefits in general and administrative expenses in the Consolidated Statements of Operations.

***Business Combinations, Goodwill and Intangible Assets***

Business acquisitions were completed prior to December 31, 2008 and were accounted for under the purchase method of accounting. The total cost of an acquisition is allocated to the underlying net assets based on their respective estimated fair values. The excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Determining the fair value of certain assets acquired and liabilities assumed is judgmental in nature and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash flows, discount rates, growth rates and asset lives.

Goodwill and other intangibles with indefinite lives are not amortized. An impairment review of goodwill is performed on an annual basis and more frequently if circumstances change. Intangible assets with definite lives, including purchased technologies, customer relationships and other intangible assets, are amortized on a straight-line basis over their estimated useful lives, ranging from five to ten years. The Company has no intangibles with indefinite lives. Intangible assets are assessed for impairment when events or circumstances indicate the existence of a possible impairment.

***Earnings Per Share***

Earnings per share ( EPS ) is calculated using the two-class method. Basic EPS is computed by dividing the net income attributable to common stock by the weighted-average number of shares of common stock outstanding for the period, including consideration of the two-class method to the extent that participating securities were outstanding during the period. Under the two-class method, undistributed net income is allocated to common stock and participating securities based on their respective right to share in dividends. The Series B Preferred Stock is convertible into shares of common stock and also includes a right whereby, upon the declaration or payment of a dividend or distribution on the common stock, a dividend or distribution must also be declared or paid on the Series B Preferred Stock based on the number of shares of common stock into which such securities were convertible at the time. Due to these rights, the Series B Preferred Stock is considered a participating security requiring the use of the two-class method for the computation of basic EPS.

Diluted EPS is computed using the more dilutive of the (a) if-converted method or (b) two-class method. Since the Series B Preferred Stock participates equally with the common stock in dividends and unallocated income, diluted EPS under the if-converted method is equivalent to the two-class method. Weighted-average shares outstanding of common stock reflects the dilutive effect that could occur if convertible securities or other contracts to issue common stock were converted into or exercised for common stock.

***Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.



Table of Contents**MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)*****Recent Accounting Pronouncements***

In October 2009, the Financial Accounting Standards Board ( FASB ) issued authoritative guidance on revenue recognition. The guidance requires entities to allocate revenue in an arrangement with multiple deliverables using estimated selling prices of the delivered goods and services based on a selling price hierarchy. The guidance eliminates the residual method of revenue allocation and requires revenue to be allocated using the relative selling price method. The guidance also removes tangible products from the scope of software revenue guidance and provides guidance on determining whether software deliverables in an arrangement that includes a tangible product are covered by the scope of the software revenue guidance. Adoption will be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. The Company does not expect adoption of the new revenue recognition guidance to have a material impact on the Company's Consolidated Financial Statements.

**3. Net Capital Requirements and Customer Protection Requirements**

MarketAxess Corporation, a U.S. subsidiary, is a registered broker-dealer with the SEC and is a member of the Financial Industry Regulatory Authority ( FINRA ). MarketAxess Corporation claims exemption from SEC Rule 15c3-3, as it does not hold customer securities or funds on account, as defined. Pursuant to the Uniform Net Capital Rule under the Securities Exchange Act of 1934, MarketAxess Corporation is required to maintain minimum net capital, as defined, equal to the greater of \$5,000 or 6 2/3% of aggregate indebtedness. MarketAxess Europe Limited, a U.K. subsidiary, is registered as a Multilateral Trading Facility with the Financial Services Authority ( FSA ) in the U.K. MarketAxess Canada Limited, a Canadian subsidiary, is registered as an Alternative Trading System dealer under the Securities Act of Ontario and is a member of the Investment Industry Regulatory Organization of Canada. MarketAxess Europe Limited and MarketAxess Canada Limited are subject to certain financial resource requirements of the FSA and the Ontario Securities Commission, respectively. The following table sets forth the capital requirements, as defined, that the Company's subsidiaries were required to maintain as of September 30, 2010:

	<b>MarketAxess Corporation</b>	<b>MarketAxess Europe Limited (In thousands)</b>	<b>MarketAxess Canada Limited</b>
Net capital	\$ 37,811	\$ 25,204	\$ 393
Minimum net capital required	1,685	3,759	267
Excess net capital	\$ 36,126	\$ 21,445	\$ 125

The Company's regulated subsidiaries are subject to U.S., U.K. and Canadian regulations which prohibit repayment of borrowings from the Company or affiliates, paying cash dividends, making loans to the Company or affiliates or otherwise entering into transactions that result in a significant reduction in regulatory net capital or financial resources, respectively, without prior notification to or approval from such regulated entity's principal regulator.

**Table of Contents****MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)****4. Fair Value Measurements**

The following table summarizes the valuation of the Company's assets measured at fair value as categorized based on the hierarchy described in Note 2.

	Level 1	Level 2	Level 3	Total
		(In thousands)		
As of September 30, 2010				
Securities available-for-sale				
U.S. government obligations	\$	\$ 41,961	\$	\$ 41,961
Municipal securities		30,230		30,230
Corporate bonds		2,027		2,027
Foreign currency forward position		(185)		(185)
	\$	\$ 74,033	\$	\$ 74,033
As of December 31, 2009				
Securities available-for-sale				
U.S. government obligations	\$	\$ 40,078	\$	\$ 40,078
Municipal securities		28,873		28,873
Corporate bonds		2,046		2,046
Foreign currency forward position		(259)		(259)
	\$	\$ 70,738	\$	\$ 70,738

Securities classified within Level 2 were valued using a market approach utilizing prices and other relevant information generated by market transactions involving comparable assets. The foreign currency forward contract is classified within Level 2 as the valuation inputs are based on quoted market prices.

The Company enters into foreign currency forward contracts with a noncontrolling stockholder broker-dealer client to hedge the exposure to variability in foreign currency cash flows resulting from the net investment in the Company's U.K. subsidiary. The Company assesses each foreign currency forward contract to ensure that it is highly effective at reducing the exposure being hedged. The Company designates each foreign currency forward contract as a hedge, assesses the risk management objective and strategy, including identification of the hedging instrument, the hedged item and the risk exposure and how effectiveness is to be assessed prospectively and retrospectively. These hedges are for a one-month period and are used to limit exposure to foreign currency exchange rate fluctuations. The gross and net fair value liability of \$0.2 million and \$0.3 million as of September 30, 2010 and December 31, 2009, respectively, is included in accounts payable, in the Consolidated Statements of Financial Condition. Gains or losses on foreign currency forward contracts designated as hedges are included in accumulated other comprehensive loss in the Consolidated Statements of Financial Condition. A summary of the foreign currency forward contract is as follows:

	<b>As of</b>	
	<b>September 30, 2010</b>	<b>December 31, 2009</b>
	<b>(In thousands)</b>	
Notional value	\$ 28,634	\$ 28,040
Fair value of notional	28,819	28,299

Gross and net fair value liability	\$	(185)	\$	(259)
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Table of Contents**MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Unaudited (Continued)**

The following is a summary of the Company's securities available-for-sale:

	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Estimated fair value</b>
<b>(In thousands)</b>				
<b>As of September 30, 2010</b>				
U.S. government obligations	\$ 40,423	\$ 1,538	\$	\$ 41,961
Municipal securities	30,214	28	(12)	30,230
Corporate bonds	2,023	4		2,027
Total securities available-for-sale	\$ 72,660	\$ 1,570	\$ (12)	\$ 74,218
<b>As of December 31, 2009</b>				
U.S. government obligations	\$ 39,629	\$ 469	\$ (20)	\$ 40,078
Municipal securities	28,878	4	(9)	28,873
Corporate bonds	2,028	18		2,046
Total securities available-for-sale	\$ 70,535	\$ 491	\$ (29)	\$ 70,997

The following table summarizes the contractual maturities of securities available-for-sale:

	<b>September 30, 2010</b>	<b>As of December 31, 2009</b>
<b>(In thousands)</b>		
Less than one year	\$ 26,272	\$ 30,919
Due in 1 - 5 years	47,946	40,078
Total securities available-for-sale	\$ 74,218	\$ 70,997

Proceeds from the maturities and sale of securities available-for-sale during the nine months ended September 30, 2010 and 2009 were \$55.5 million and \$15.7 million, respectively.

The following table provides fair values and unrealized losses on securities available-for-sale and by the aging of the securities' continuous unrealized loss position:

	<b>Less than Twelve Months</b>		<b>Twelve Months or More</b>		<b>Total</b>	
	<b>Estimated fair value</b>	<b>Gross unrealized losses</b>	<b>Estimated fair value</b>	<b>Gross unrealized losses</b>	<b>Estimated fair value</b>	<b>Gross unrealized losses</b>
<b>(In thousands)</b>						
<b>As of September 30, 2010</b>						
U.S. government obligations	\$	\$	\$	\$	\$	\$
Municipal securities	16,949	(12)			16,949	(12)
Corporate bonds						

Total securities available-for-sale	\$ 16,949	\$ (12)	\$	\$	\$ 16,949	\$ (12)
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**As of December 31, 2009**

U.S. government obligations	\$ 9,944	\$ (20)	\$	\$	\$ 9,944	\$ (20)
Municipal securities	13,644	(9)			13,644	(9)
Corporate bonds						

Total securities available-for-sale	\$ 23,588	\$ (29)	\$	\$	\$ 23,588	\$ (29)
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Table of Contents**MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Unaudited (Continued)****5. Goodwill and Intangible Assets**

Goodwill and intangible assets principally relate to the acquisitions of Greenline Financial Technologies, Inc. in 2008 and Trade West Systems, LLC in 2007. Goodwill was \$31.8 million as of both September 30, 2010 and December 31, 2009.

Intangible assets that are subject to amortization, including the related accumulated amortization, are comprised of the following:

	<b>September 30, 2010</b>			<b>December 31, 2009</b>		
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>
	<b>(In thousands)</b>					
Technology	\$ 4,010	\$ (2,331)	\$ 1,679	\$ 4,010	\$ (1,807)	\$ 2,203
Customer relationships	3,530	(1,467)	2,063	3,530	(1,119)	2,411
Non-competition agreements	1,260	(647)	613	1,260	(459)	801
Tradenames	590	(338)	252	590	(259)	331
Total	\$ 9,390	\$ (4,783)	\$ 4,607	\$ 9,390	\$ (3,644)	\$ 5,746

Amortization expense associated with identifiable intangible assets was \$1.1 million and \$1.2 million for the nine months ended September 30, 2010 and 2009, respectively. Estimated total amortization expense is \$1.5 million for 2010 and 2011, \$1.4 million for 2012, \$0.5 million for 2013 and \$0.3 million for 2014.

**6. Income Taxes**

The provision for income taxes consists of the following:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Current:				
Federal	\$ 291	\$ 25	\$ 697	\$ 25
State and local		8	(32)	(4)
Foreign	391	739	1,401	1,391
Total current provision	682	772	2,066	1,412
Deferred:				
Federal	3,307	1,641	9,476	3,907
State and local	922	1,498	2,407	2,605
Foreign	2	(8)	35	420
Total deferred provision	4,231	3,131	11,918	6,932
Provision for income taxes	\$ 4,913	\$ 3,903	\$ 13,984	\$ 8,344

The following is a summary of the Company's net deferred tax assets:

	September 30, 2010	As of December 31, 2009
	(In thousands)	
Deferred tax assets and liabilities	\$ 21,034	\$ 24,646
Valuation allowance	(696)	(666)
Deferred tax assets, net	\$ 20,338	\$ 23,980

**Table of Contents****MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)**

In April 2000, the Board of Directors initiated a warrant program that commenced on February 1, 2001. Under this program, the Company reserved for issuance 5,000,002 shares of common stock. The warrants were issued to holders of Series A, C, E and I redeemable convertible preferred stock (the "Warrant Holders"). The Warrant Holders were entitled to purchase shares of common stock from the Company at an exercise price of \$.003. The warrants were issued to the Warrant Holders at the time that they made an equity investment in the Company. Allocations were based on each broker-dealer client's respective commissions as a percentage of the total commissions from the six participating Warrant Holders, calculated on a quarterly basis. The final share allocations under the warrant program occurred on March 1, 2004. Shares allocated under the warrant program were expensed on a quarterly basis at fair market value. All of the warrants were exercised prior to 2008. Through June 30, 2010, the tax benefit of approximately \$15.8 million on a portion of the tax deduction generated on the exercise of the warrants amounting to \$41.4 million had not yet been recorded. During the third quarter of 2010, the Company recognized a portion of the tax benefit of \$7.6 million as an increase to additional paid-in-capital due to the expected utilization of the related tax loss carryforwards. The remaining unrecognized deferred tax asset will be recorded once the tax benefit serves to reduce taxes payable.

As of September 30, 2010, the Company had deferred tax assets associated with stock-based compensation of approximately \$6.7 million. There is a risk that the ultimate tax benefit realized upon the exercise of stock options or vesting of restricted stock could be less than the tax benefit previously recognized and in a manner sufficient to exhaust the additional paid-in capital pool. If this should occur, any excess tax benefit previously recognized would be reversed, resulting in an increase in tax expense. Since the tax benefit to be realized in the future is unknown, it is not currently possible to estimate the impact on the deferred tax balance. As of September 30, 2010, the additional paid-in-capital pool was approximately \$3.8 million.

The Company or one of its subsidiaries files U.S. federal, state and foreign income tax returns. No income tax returns have been audited, with the exception of New York state (through 2006) and Connecticut state (through 2003) tax returns. An examination of the Company's New York state franchise tax returns for 2004 through 2006 concluded in the third quarter of 2010. The tax adjustment was not material.

**7. Related Parties**

The Company generates commissions, technology products and services revenues, information and user access fees, investment income and other income and related accounts receivable balances from Stockholder Broker-Dealer Clients or their affiliates. In addition, a Stockholder Broker-Dealer Client acts in an investment advisory, custodial and cash management capacity for the Company. The Company also maintains an account with and pays commissions to this Stockholder Broker-Dealer Client in connection with its share repurchase program. The Company incurs investment advisory and bank fees in connection with these arrangements. As of the dates and for the periods indicated below, the Company had the following balances and transactions with the Stockholder Broker-Dealer Clients or their affiliates:

	As of	
	September 30, 2010	December 31, 2009
	(In thousands)	
Cash and cash equivalents	\$ 96,103	\$ 101,273
Securities and cash provided as collateral	4,050	4,067
Accounts receivable	2,840	3,431
Accounts payable	68	29

  

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2010	2009	2010	2009

	<b>(In thousands)</b>			
Commissions	\$ 4,336	\$ 3,688	\$ 12,233	\$ 10,107
Technology products and services	5	9	17	28
Information and user access fees	107	60	255	185
Investment income	35	36	90	184
Other income	49	37	154	117
General and administrative	3	49	47	98

Table of Contents**MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)**

In 2001, the Company awarded 289,581 shares of restricted stock to the Company's Chief Executive Officer at a purchase price of \$3.60 per share, which shares vested over a three-year period. The common stock subscribed was issued in exchange for eleven-year promissory notes that bear interest at the applicable federal rate and are collateralized by the subscribed shares. In July 2010, the loan and interest receivable were paid in full.

**8. Stock-Based Compensation Plans**

Stock-based compensation expense for the three and nine months ended September 30, 2010 and 2009 was as follows:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Employee:				
Stock options	\$ 436	\$ 708	\$ 1,307	\$ 2,228
Restricted stock and performance shares	1,517	1,299	4,895	3,740
	1,953	2,007	6,202	5,968
Non-employee directors:				
Stock options		42	83	97
Restricted stock	175	103	343	239
	175	145	426	336
Total stock-based compensation	\$ 2,128	\$ 2,152	\$ 6,628	\$ 6,304

The Company records stock-based compensation for employees in employee compensation and benefits and for non-employee directors in general and administrative expenses in the Consolidated Statements of Operations.

During the nine months ended September 30, 2010, the Company granted to employees and non-employee directors a total of 8,239 options to purchase shares of common stock, 531,060 shares of restricted stock and performance-based shares with an expected pay-out at target of 90,532 shares of common stock. Based on the Black-Scholes option pricing model, the weighted-average fair value for each option granted was \$5.45 per share. The fair value of the restricted stock and performance-based share awards was based on a weighted-average grant date fair value per share of \$14.82 and \$14.29, respectively. As of September 30, 2010, there were \$14.0 million of total unrecognized compensation costs related to non-vested awards. That cost is expected to be recognized over a weighted-average period of 1.3 years.

**Table of Contents****MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)****9. Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per common share.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
	(In thousands, except share and per share amounts)			
<b>Basic EPS</b>				
Net income	\$ 8,611	\$ 4,640	\$ 22,481	\$ 10,666
Amount allocable to common shareholders	90.4%	90.5%	90.5%	90.5%
Net income applicable to common stock	\$ 7,784	\$ 4,199	\$ 20,351	\$ 9,650
Common stock    voting	30,359,052	30,701,810	30,848,720	30,656,626
Common stock    non-voting	2,585,654	2,585,654	2,585,654	2,585,654
Basic weighted average shares outstanding	32,944,706	33,287,464	33,434,374	33,242,280
Basic earnings per share	\$ 0.24	\$ 0.13	\$ 0.61	\$ 0.29
<b>Diluted EPS</b>				
Net income	\$ 8,611	\$ 4,640	\$ 22,481	\$ 10,666
Basic weighted average shares outstanding	32,944,706	33,287,464	33,434,374	33,242,280
Effect of dilutive shares:				
Series B Preferred Stock	3,500,000	3,500,000	3,500,000	3,500,000
Stock options, restricted stock and warrants	2,298,884	1,409,359	2,253,184	1,113,584
Diluted weighted average shares outstanding	38,743,590	38,196,823	39,187,558	37,855,864
Diluted earnings per share	\$ 0.22	\$ 0.12	\$ 0.57	\$ 0.28

Stock options, restricted stock and warrants totaling 0.6 million shares and 3.1 million shares for the three months ended September 30, 2010 and 2009, respectively, and 0.6 million shares and 4.2 million shares for the nine months ended September 30, 2010 and 2009, respectively, were excluded from the computation of diluted earnings per share because their effect would have been antidilutive. The computation of diluted shares can vary among periods due, in part, to the change in the average price of the Company's common stock.

**10. Commitments and Contingencies**

The Company leases office space and equipment under non-cancelable lease agreements expiring at various dates through 2022. Office space leases are subject to escalation based on certain costs incurred by the landlord. Minimum rental commitments as of September 30, 2010 under such operating and capital leases, net of future sublease income



of \$0.2 million and \$0.3 million in 2010 and 2011, respectively, were as follows:

	<b>Operating Leases</b>	<b>Capital Leases</b>
	<b>(In thousands)</b>	
Remainder of 2010	\$ 528	\$ 84
2011	1,844	336
2012	1,807	336
2013	1,791	322
2014	1,757	42
2015	1,991	
Thereafter	12,147	
Minimum lease payments	21,865	1,120
Less amount representing interest		128
	\$ 21,865	\$ 992

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**MARKETAXESS HOLDINGS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Unaudited (Continued)**

Rental expense for both the three months ended September 30, 2010 and 2009 was \$0.6 million, and for the nine months ended September 30, 2010 and 2009 was \$2.1 million and \$1.8 million, respectively, and is included in occupancy expenses in the Consolidated Statements of Operations. Rental expense has been recorded based on the total minimum lease payments after giving effect to rent abatement and concessions, which are being amortized on a straight-line basis over the life of the lease, and sublease income.

The Company has entered into a sublease agreement on one of its leased properties through the April 2011 lease termination date. In May 2008, the Company assigned the lease agreement on another leased property to a third party. The Company is contingently liable should the assignee default on future lease obligations through the November 2015 lease termination date. The aggregate amount of future lease obligations under these two arrangements was \$2.5 million as of September 30, 2010.

The Company is contingently obligated for standby letters of credit that were issued to landlords for office space. The Company uses a U.S. government obligation as collateral for these standby letters of credit. This collateral is included with securities and cash provided as collateral in the Consolidated Statements of Financial Condition and had a fair market value and amortized cost of \$3.5 million as of both September 30, 2010 and December 31, 2009.

The Company, through two regulated subsidiaries, executes certain bond transactions between and among institutional investor and broker-dealer clients on a riskless principal basis by serving as counterparty to both the buyer and the seller in matching back-to-back trades, which are then settled through a third-party clearing organization. The Company acts as intermediary on a riskless principal basis in these bond transactions by serving as counterparty to the two clients involved. Settlement typically occurs within one to three trading days after the trade date. Cash settlement of the transaction occurs upon receipt or delivery of the underlying instrument that was traded. Under securities clearing agreements with the independent third party, the Company maintains a collateral deposit with the clearing broker in the form of cash. As of September 30, 2010, the collateral deposit included in securities and cash provided as collateral in the Consolidated Statements of Financial Condition was \$0.9 million. The Company is exposed to credit risk in the event a counterparty does not fulfill its obligation to complete a transaction. Pursuant to the terms of the securities clearing agreements between the Company and the independent clearing broker, the clearing broker has the right to charge the Company for losses resulting from a counterparty's failure to fulfill its contractual obligations. The losses are not capped at a maximum amount and apply to all trades executed through the clearing broker. At September 30, 2010, the Company had not recorded any liabilities with regard to this right.

In the normal course of business, the Company enters into contracts that contain a variety of representations, warranties and general indemnifications. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on experience, the Company expects the risk of loss to be remote.

In January 2007, a former employee of MarketAxess Corporation commenced an arbitration proceeding before FINRA arising out of the May 2006 termination of such individual's employment with MarketAxess Corporation. This individual subsequently amended his statement of claim to add MarketAxess Holdings Inc. as a party to the arbitration proceeding. FINRA consolidated all of the former employee's claims into a single proceeding and, by an award dated July 12, 2010, the FINRA arbitration panel denied the former employee's claims, totaling approximately \$0.9 million, in their entirety. The former employee's right to appeal the panel's decision expired in October 2010.

Table of Contents**MARKETAXESS HOLDINGS INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS    Unaudited (Continued)****11. Comprehensive Income**

Comprehensive income was as follows:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Net income	\$ 8,611	\$ 4,640	\$ 22,481	\$ 10,666
Cumulative translation adjustment and foreign currency exchange hedge, net of taxes	(63)	(54)	(380)	(186)
Unrealized net gain on securities available- for-sale, net of taxes	95	171	669	404
Total comprehensive income	\$ 8,643	\$ 4,757	\$ 22,770	\$ 10,884

**12. Customer Concentration**

During both the nine months ended September 30, 2010 and 2009, no single client accounted for more than 10% of total revenue. One client accounted for 15.5% and 13.7% of trading volumes during the nine months ended September 30, 2010 and 2009, respectively.

**13. Share Repurchase Program**

In June 2010, the Board of Directors of the Company authorized a share repurchase program for up to \$30.0 million of the Company's common stock. Shares repurchased under the program will be held in treasury for future use. Through September 30, 2010, a total of 1.6 million shares of common stock have been repurchased at a cost of \$23.3 million.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Forward-Looking Statements**

*This report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as expects, intends, anticipates, plans, believes, seeks, estimates, will, or words of similar meaning and include, but are not limited to, statements regarding the outlook for our future business and financial performance. Forward-looking statements are based on management's current expectations and assumptions, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. It is routine for our internal projections and expectations to change as the year or each quarter in the year progresses, and therefore it should be clearly understood that the internal projections and beliefs upon which we base our expectations may change prior to the end of each quarter or the year. Although these expectations may change, we are under no obligation to revise or update any forward-looking statements contained in this report. Our company policy is generally to provide our expectations only once per quarter, and not to update that information until the next quarter. Actual future events or results may differ materially from those contained in the projections or forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this report, particularly in the section captioned Part II, Item 1A, Risk Factors.*

**Executive Overview**

MarketAxess operates a leading electronic trading platform that allows investment industry professionals to efficiently trade corporate bonds and other types of fixed-income instruments. Our over 800 active institutional investor clients (firms that executed at least one trade in U.S. or European fixed-income securities through our electronic trading platform between July 2009 and June 2010) include investment advisers, mutual funds, insurance companies, public and private pension funds, bank portfolios, broker-dealers and hedge funds. Our 77 broker-dealer market-maker clients provide liquidity on the platform and include most of the leading broker-dealers in global fixed-income trading. The Company also executes certain bond transactions between and among institutional investor and broker-dealer clients on a riskless principal basis by serving as counterparty to both the buyer and the seller in matching back-to-back trades, which then settle through a third-party clearing organization. Through our Corporate BondTicker service, we provide fixed-income market data, analytics and compliance tools that help our clients make trading decisions. In addition, we provide FIX (Financial Information eXchange) message management tools, connectivity solutions and ancillary technology services that facilitate the electronic communication of order information between trading counterparties.

Our multi-dealer trading platform allows our institutional investor clients to simultaneously request competing, executable bids or offers from our broker-dealer clients and execute trades with the broker-dealer of their choice from among those that choose to respond. We offer our broker-dealer clients a solution that enables them to efficiently reach our institutional investor clients for the distribution and trading of bonds. In addition to U.S. high-grade corporate bonds, European high-grade corporate bonds and emerging markets bonds, including both investment-grade and non-investment grade debt, we also offer our clients the ability to trade crossover and high-yield bonds, agency bonds and credit default swaps.

The majority of our revenues are derived from monthly distribution fees and commissions for trades executed on our platform that are billed to our broker-dealer clients on a monthly basis. We also derive revenues from technology products and services, information and user access fees, investment income and other income. Our expenses consist of employee compensation and benefits, depreciation and amortization, technology and communication expenses, professional and consulting fees, occupancy, marketing and advertising and other general and administrative expenses.

Our objective is to provide the leading global electronic trading platform for fixed-income securities, connecting broker-dealers and institutional investors more easily and efficiently, while offering a broad array of information, trading and technology services to market participants across the trading cycle. The key elements of our strategy are:

- to innovate and efficiently add new functionality and product offerings to the MarketAxess platform that we believe will help to increase our market share with existing clients, as well as expand our client base;

to leverage our technology, as well as our strong broker-dealer and institutional investor relationships, to deploy our electronic trading platform into additional product segments within the fixed-income securities markets, deliver fixed-income securities-related technical services and products and deploy our electronic trading platform into new client segments;

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to continue building our existing service offerings so that our electronic trading platform is fully integrated into the workflow of our broker-dealer and institutional investor clients and to continue to add functionality to allow our clients to achieve a fully automated end-to-end straight-through processing solution (automation from trade initiation to settlement);

to add new content and analytical capabilities to Corporate BondTicker in order to improve the value of the information we provide to our clients; and

to continue to supplement our internal growth by entering into strategic alliances, or acquiring businesses or technologies that will enable us to enter new markets, provide new products or services, or otherwise enhance the value of our platform to our clients.

### **Critical Factors Affecting Our Industry and Our Company**

#### ***Economic, Political and Market Factors***

The global fixed-income securities industry is risky and volatile and is directly affected by a number of economic, political and market factors that may result in declining trading volume. These factors could have a material adverse effect on our business, financial condition and results of operations. These factors include, among others, credit market conditions, the current interest rate environment, including the volatility of interest rates and investors forecasts of future interest rates, economic and political conditions in the United States, Europe and elsewhere, and consolidation or contraction of broker-dealers.

#### ***Competitive Landscape***

The global fixed-income securities industry generally, and the electronic financial services markets in which we engage in particular, are highly competitive, and we expect competition to intensify in the future. Sources of competition for us will continue to include, among others, bond trading conducted directly between broker-dealers and their institutional investor clients over the telephone or electronically and other multi-dealer trading companies. Competitors, including companies in which some of our broker-dealer clients have invested, have developed electronic trading platforms or have announced their intention to explore the development of electronic platforms that may compete with us.

In general, we compete on the basis of a number of key factors, including, among others, the liquidity provided on our platform, the magnitude and frequency of price improvement enabled by our platform and the quality and speed of execution. We believe that we compete favorably with respect to these factors. We continue to proactively build technology solutions that serve the needs of the credit markets.

Our competitive position is also enhanced by the familiarity and integration of our broker-dealer and institutional investor clients with our electronic trading platform and other systems. We have focused on the unique aspects of the credit markets we serve in the development of our platform, working closely with our clients to provide a system that is suited to their needs.

#### ***Regulatory Environment***

Our industry has been and is subject to continuous regulatory changes and may become subject to new regulations or changes in the interpretation or enforcement of existing regulations, which could require us to incur significant costs.

Our U.S. subsidiary, MarketAxess Corporation, is a registered broker-dealer with the SEC and is a member of FINRA. Our U.K. subsidiary, MarketAxess Europe Limited, is registered as a multilateral trading facility dealer with the FSA in the U.K. MarketAxess Canada Limited, a Canadian subsidiary, is registered as an Alternative Trading System dealer under the Securities Act of Ontario and is a member of the Investment Industry Regulatory Organization of Canada. Relevant regulations prohibit repayment of borrowings from these subsidiaries or their affiliates, paying cash dividends, making loans to us or our affiliates or otherwise entering into transactions that result in a significant reduction in regulatory net capital or financial resources, without prior notification to or approval from such regulated entity's principal regulator.

On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law, marking the greatest change to financial supervision since the 1930's. U.S. financial regulators will enter an intense period of rulemaking over the next six to 18 months, and market participants will need to make strategic decisions in an environment of regulatory uncertainty. Among the most significant aspects of the derivatives section of the Dodd-Frank bill are mandatory clearing of certain derivatives transactions ( swaps ) through regulated central clearing

organizations and mandatory trading of those swaps through either regulated exchanges or swap execution facilities, in each case, subject to certain key exceptions. As with other parts of the bill, many of the details of the new regulatory regime relating to swaps are left to the regulators to determine through rulemaking. Subject to such rulemaking, we intend to register and operate a swap execution facility.

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As a public company listed on the NASDAQ Global Select Market, we are subject to the reporting requirements of the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 and NASDAQ rules. The requirements of these rules and regulations impose legal and financial compliance costs, make some activities more difficult, time-consuming and/or costly and may also place a strain on our systems and resources. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight are required.

### ***Rapid Technological Changes***

We must continue to enhance and improve our electronic trading platform. The electronic financial services industry is characterized by increasingly complex systems and infrastructures and new business models. Our future success will depend on our ability to enhance our existing products and services, develop and/or license new products and technologies that address the increasingly sophisticated and varied needs of our broker-dealer and institutional investor clients and prospective clients and respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. We received five patents in 2009 covering our most significant trading protocols and other aspects of our trading system technology, and other patents are pending.

### ***Trends in Our Business***

The majority of our revenues are derived from monthly distribution fees and commissions for transactions executed on our platform between our institutional investor and broker-dealer clients. We believe that there are five key variables that impact the notional value of such transactions on our platform and the amount of commissions and distribution fees earned by us:

- the number of institutional investor clients that participate on the platform and their willingness to originate transactions through the platform;
- the number of broker-dealer clients on the platform and the frequency and competitiveness of the price responses they provide to the institutional investor clients;
- the number of markets for which we make trading available to our clients;
- the overall level of activity in these markets; and
- the level of commissions that we collect for trades executed through the platform.

We believe that overall corporate bond market trading volume is affected by various factors including the absolute levels of interest rates, the direction of interest rate movements, the level of new issues of corporate bonds and the volatility of corporate bond spreads versus U.S. Treasury securities. Because a significant percentage of our revenue is tied directly to the volume of securities traded on our platform, it is likely that a general decline in trading volumes, regardless of the cause of such decline, would reduce our revenues and have a significant negative impact on profitability.

### ***Commission Revenue***

Commissions are generally calculated as a percentage of the notional dollar volume of bonds traded on our platform and vary based on the type, size, yield and maturity of the bond traded. The commission rates are based on a number of factors, including fees charged by inter-dealer brokers in the respective markets, average bid-offer spreads in the products we offer and transaction costs through alternative channels including the telephone. Under our transaction fee plans, bonds that are more actively traded or that have shorter maturities are generally charged lower commissions, while bonds that are less actively traded or that have longer maturities generally command higher commissions.



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*U.S. High-Grade Corporate Bond Commissions.* Our U.S. high-grade corporate bond fee plans for fully electronic trades generally incorporate monthly distribution fees and variable transaction fees billed to our broker-dealer clients on a monthly basis. Certain dealers participate in fee programs which do not contain fixed monthly distribution fees and instead incorporate additional per transaction execution fees and minimum monthly fee commitments. Under the fee plans, we electronically add the transaction fee to the spread quoted by the broker-dealer client. For trades that we execute between and among institutional investor and broker-dealer clients on a riskless principal basis by serving as counterparty to both the buyer and the seller, we earn our commission through the difference in price between the two back-to-back trades.

*Eurobond Commissions.* Similar to the U.S. high-grade plans, our European fee plan incorporates monthly distribution fees as well as variable transaction fees. In June 2010, we launched a click-to-trade protocol in the European market. Click-to-trade is offered alongside our request-for-quote product and consists of streamed indicative pricing in credit and rates products. Clients have the ability to request a trade at the displayed price with the indicated dealer. In connection with the launch, the Eurobond fee plan was revised and a standard commission rate was established across most types of bonds. Prior to this change, the variable transaction fee was dependent on the type of bond traded and the maturity of the issue.

*Other Commissions.* Commissions for other bond and credit default swap trades generally vary based on the type and the maturity of the instrument traded. We generally operate using standard fee schedules that may include both transaction fees and monthly distribution fees that are charged to the participating dealers. For trades that we execute between and among institutional investor and broker-dealer clients on a riskless principal basis by serving as counterparty to both the buyer and the seller, we earn our commission through the difference in price between the two back-to-back trades.

We anticipate that average fees per million may change in the future. Consequently, past trends in commissions are not necessarily indicative of future commissions.

### ***Other Revenue***

In addition to the commissions discussed above, we earn revenue from technology products and services, information services fees paid by institutional investor and broker-dealer clients, income on investments and other income.

*Technology Products and Services.* Technology products and services includes software licenses, maintenance and support services and professional consulting services.

*Information and User Access Fees.* We charge information services fees for Corporate BondTicker™ to our broker-dealer clients, institutional investor clients and data-only subscribers. The information services fee is a flat monthly fee, based on the level of service. We also generate information services fees from the sale of bulk data to certain institutional investor clients and data-only subscribers. Institutional investor clients trading U.S. high-grade corporate bonds are charged a monthly user access fee for the use of our platform. The fee, billed quarterly, is charged to the client based on the number of the client's users. To encourage institutional investor clients to execute trades on our platform, we reduce these information and user access fees for such clients once minimum quarterly trading volumes are attained.

*Investment Income.* Investment income consists of income earned on our investments.

*Other.* Other revenues include fees from telecommunications line charges to broker-dealer clients, initial set-up fees and other miscellaneous revenues.

### ***Expenses***

In the normal course of business, we incur the following expenses:

*Employee Compensation and Benefits.* Employee compensation and benefits is our most significant expense and includes employee salaries, stock compensation costs, other incentive compensation, employee benefits and payroll taxes.

*Depreciation and Amortization.* We depreciate our computer hardware and related software, office hardware and furniture and fixtures and amortize our capitalized software development costs on a straight-line basis over three to seven years. We amortize leasehold improvements on a straight-line basis over the lesser of the life of the improvement or the remaining term of the lease. Intangible assets with definite lives, including purchased technologies, customer relationships and other intangible assets, are amortized over their estimated useful lives,

ranging from five to ten years. Intangible assets are assessed for impairment when events or circumstances indicate a possible impairment.

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*Technology and Communications.* Technology and communications expense consists primarily of costs relating to maintenance on software and hardware, our internal network connections, data center hosting costs and data feeds provided by outside vendors or service providers. The majority of our broker-dealer clients have dedicated high-speed communication lines to our network in order to provide fast data transfer. We charge our broker-dealer clients a monthly fee for these connections, which is recovered against the relevant expenses we incur.

*Professional and Consulting Fees.* Professional and consulting fees consist primarily of accounting fees, legal fees and fees paid to information technology and non-information technology consultants for services provided for the maintenance of our trading platform and information services products.

*Occupancy.* Occupancy costs consist primarily of office and equipment rent, utilities and commercial rent tax.

*Marketing and Advertising.* Marketing and advertising expense consists primarily of print and other advertising expenses we incur to promote our products and services. This expense also includes costs associated with attending or exhibiting at industry-sponsored seminars, conferences and conventions, and travel and entertainment expenses incurred by our sales force to promote our trading platform and information services.

*General and Administrative.* General and administrative expense consists primarily of general travel and entertainment, board of directors expenses, charitable contributions, provision for doubtful accounts, and various state franchise and U.K. value-added taxes.

Expenses may grow in the future, primarily due to investment in new products, notably in employee compensation and benefits, professional and consulting fees, and general and administrative expense. However, we believe that operating leverage can be achieved by increasing volumes in existing products and adding new products without substantial additions to our infrastructure.

### **Critical Accounting Estimates**

This Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States, also referred to as U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of income and expenses during the reporting periods. We base our estimates and judgments on historical experience and on various other factors that we believe are reasonable under the circumstances. Actual results may differ from these estimates under varying assumptions or conditions. Note 2 of the Notes to our Consolidated Financial Statements includes a summary of the significant accounting policies and methods used in the preparation of our Consolidated Financial Statements. There were no significant changes to our critical accounting policies and estimates during the nine months ended September 30, 2010, as compared to those we disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2009.

### **Segment Results**

As an electronic, multi-dealer platform for trading fixed-income securities, our operations constitute a single business segment. Because of the highly integrated nature of the financial markets in which we compete and the integration of our worldwide business activities, we believe that results by geographic region, products or types of clients are not necessarily meaningful in understanding our business.

**Table of Contents****Results of Operations*****Three Months Ended September 30, 2010 Compared to Three Months Ended September 30, 2009****Overview*

Total revenues increased by \$7.4 million or 24.7% to \$37.4 million for the three months ended September 30, 2010, from \$30.0 million for the three months ended September 30, 2009. This increase in total revenues was primarily due to increases in commissions of \$5.9 million and technology products and services revenues of \$0.9 million.

Total expenses increased by \$2.4 million or 11.3% to \$23.9 million for the three months ended September 30, 2010, from \$21.5 million for the three months ended September 30, 2009. The increase was primarily due to higher employee compensation and benefits of \$1.2 million, professional and consulting fees of \$0.6 million and technology and communications expense of \$0.5 million.

Income before taxes increased by \$5.0 million or 58.3% to \$13.5 million for the three months ended September 30, 2010, from \$8.5 million for the three months ended September 30, 2009. Net income increased by \$4.0 million or 85.6% to \$8.6 million for the three months ended September 30, 2010, from \$4.6 million for three months ended September 30, 2009.

*Revenues*

Our revenues for the three months ended September 30, 2010 and 2009, and the resulting dollar and percentage changes, were as follows:

	<b>2010</b>		<b>Three Months Ended September 30, 2009</b>			
	<b>\$</b>	<b>% of Revenues</b>	<b>\$</b>	<b>% of Revenues</b>	<b>\$ Change</b>	<b>% Change</b>
			<b>(\$ in thousands)</b>			
Commissions	\$ 31,152	83.3%	\$ 25,289	84.3%	\$ 5,863	23.2%
Technology products and services	3,455	9.2	2,601	8.7	854	32.8
Information and user access fees	1,603	4.3	1,519	5.1	84	5.5
Investment income	301	0.8	314	1.0	(13)	(4.1)
Other	902	2.4	286	1.0	616	215.4
<b>Total revenues</b>	<b>\$ 37,413</b>	<b>100.0%</b>	<b>\$ 30,009</b>	<b>100.0%</b>	<b>\$ 7,404</b>	<b>24.7%</b>

*Commissions.* Our commission revenues for the three months ended September 30, 2010 and 2009, and the resulting dollar and percentage changes, were as follows:

	<b>2010</b>		<b>Three Months Ended September 30, 2009</b>			
	<b>\$</b>		<b>\$</b>		<b>\$ Change</b>	<b>% Change</b>
			<b>(\$ in thousands)</b>			
Distribution fees						
U.S. high-grade	\$ 9,178		\$ 7,539		\$ 1,639	21.7%
Eurobond	3,077		3,099		(22)	(0.7)
<b>Total distribution fees</b>	<b>12,255</b>		<b>10,638</b>		<b>1,617</b>	<b>15.2</b>
Variable transaction fees						
U.S. high-grade	12,359		8,767		3,592	41.0
Eurobond	998		2,398		(1,400)	(58.4)
Other	5,540		3,486		2,054	58.9

Total variable transaction fees	18,897	14,651	4,246	29.0
Total commissions	\$ 31,152	\$ 25,289	\$ 5,863	23.2%

The \$1.6 million increase in distribution fees for the three months ended September 30, 2010 compared to the three months ended September 30, 2009 is due principally to the additional U.S. broker-dealer market makers on the platform.

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The following table shows the extent to which the increase in commissions for the three months ended September 30, 2010 was attributable to changes in transaction volumes, variable transaction fees per million and monthly distribution fees:

	<b>Change from Three Months Ended September 30, 2009</b>			
	<b>U.S. High-Grade</b>	<b>Eurobond</b>	<b>Other</b>	<b>Total</b>
	<b>(In thousands)</b>			
Volume increase (decrease)	\$ 2,493	\$ (849)	\$ 2,606	\$ 4,250
Variable transaction fee per million increase (decrease)	1,099	(551)	(552)	(4)
Monthly distribution fees increase (decrease)	1,639	(22)		1,617
Total commissions increase (decrease)	\$ 5,231	\$ (1,422)	\$ 2,054	\$ 5,863

Our trading volumes for the three months ended September 30, 2010 and 2009 were as follows:

	<b>Three Months Ended September 30,</b>			
	<b>2010</b>	<b>2009</b>	<b>\$ Change</b>	<b>% Change</b>
Trading Volume Data (in millions)				
U.S. high-grade fixed rate	\$ 59,222	\$ 45,432	\$ 13,790	30.4%
U.S. high-grade floating rate	1,165	1,587	(422)	(26.6)
Total U.S. high-grade	60,387	47,019	13,368	28.4
Eurobond	10,712	16,580	(5,868)	(35.4)
Other	29,351	16,795	12,556	74.8
Total	\$ 100,450	\$ 80,394	\$ 20,056	24.9%

Number of U.S. Trading Days	64	64
Number of U.K. Trading Days	65	65

For volume reporting purposes, transactions in foreign currencies are converted to U.S. dollars at average monthly rates. The 28.4% increase in U.S. high-grade volume was principally due to an increase in the Company's estimated market share of total U.S. high-grade corporate bond volume as reported by FINRA TRACE from 6.5% for the three months ended September 30, 2009 to 8.3% for the three months ended September 30, 2010. Estimated FINRA TRACE U.S. high-grade volume was relatively unchanged from \$728.5 billion for the three months ended September 30, 2009 to \$727.0 billion for the three months ended September 30, 2010. Eurobond volumes decreased by 35.4% for the three months ended September 30, 2010 compared to the three months ended September 30, 2009. We believe that overall Eurobond volumes were negatively impacted by issues related to the regional sovereign debt market. Other volume increased by 74.8% for the three months ended September 30, 2010 compared to the three months ended September 30, 2009, primarily due to higher agency and emerging markets volumes.

Our average variable transaction fee per million for the three months ended September 30, 2010 and 2009 was as follows:

<b>Three Months Ended September 30,</b>	
<b>2010</b>	<b>2009</b>

**Average Variable Transaction Fee Per Million**

U.S. high-grade fixed rate	\$	208	\$	192
U.S. high-grade floating rate	\$	32	\$	27
Total U.S. high-grade	\$	205	\$	186
Eurobond	\$	93	\$	145
Other	\$	189	\$	208
All Products	\$	188	\$	182

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The U.S. high-grade average variable transaction fee per million improved from \$186 for the three months ended September 30, 2009 to \$205 for the three months ended September 30, 2010, primarily due to the increased participation of new dealers on the platform that pay higher variable fees per million. The Eurobond average variable transaction fee per million decreased from \$145 for the three months ended September 30, 2009 to \$93 for the three months ended September 30, 2010. In June 2010, we launched a click-to-trade protocol in the European market. In connection with the launch, the Eurobond fee plan was revised, resulting in a net reduction in the average variable transaction fee per million. Other average variable transaction fee per million decreased from \$208 for the three months ended September 30, 2009 to \$189 for the three months ended September 30, 2010, primarily due to a larger percentage of Other volume in products that carry lower fees per million, principally agency bonds.

*Technology Products and Services.* Technology products and services revenues increased by \$0.9 million or 32.8% to \$3.5 million for the three months ended September 30, 2010, from \$2.6 million for the three months ended September 30, 2009. The increase was primarily a result of higher technology integration consulting services.

*Information and User Access Fees.* Information and user access fees increased by \$0.1 million or 5.5% to \$1.6 million for the three months ended September 30, 2010, from \$1.5 million for the three months ended September 30, 2009.

*Investment Income.* Investment income was \$0.3 million for both the three months ended September 30, 2010 and 2009.

*Other.* Other revenues increased by \$0.6 million or 215.4% to \$0.9 million for the three months ended September 30, 2010, from \$0.3 million for the three months ended September 30, 2009. The increase was primarily a result of a gain on the sale of a treasury note investment of \$0.4 million.

*Expenses*

Our expenses for the three months ended September 30, 2010 and 2009, and the resulting dollar and percentage changes were as follows:

	Three Months Ended September 30,					
	2010		2009			
	\$	% of Revenues	\$	% of Revenues	\$ Change	% Change
			(\$ in thousands)			
Employee compensation and benefits	\$ 14,326	38.3%	\$ 13,127	43.7%	\$ 1,199	9.1%
Depreciation and amortization	1,560	4.2	1,654	5.5	(94)	(5.7)
Technology and communications	2,543	6.8	2,029	6.8	514	25.3
Professional and consulting fees	2,241	6.0	1,645	5.5	596	36.2
Occupancy	706	1.9	706	2.4		
Marketing and advertising	679	1.8	651	2.2	28	4.3
General and administrative	1,834	4.9	1,654	5.5	180	10.9
Total expenses	\$ 23,889	63.9%	\$ 21,466	71.5%	\$ 2,423	11.3%

*Employee Compensation and Benefits.* Employee compensation and benefits increased by \$1.2 million or 9.1% to \$14.3 million for the three months ended September 30, 2010, from \$13.1 million for the three months ended September 30, 2009. This increase was primarily attributable to higher incentive compensation of \$0.9 million due to improved operating performance.

*Depreciation and Amortization.* Depreciation and amortization decreased by \$0.1 million or 5.7% to \$1.6 million for the three months ended September 30, 2010, from \$1.7 million for the three months ended September 30, 2009. The decrease was primarily attributable to lower amortization of software development costs. For the three months ended September 30, 2010 and 2009, we capitalized \$0.9 million and \$0.6 million, respectively, of leasehold improvements



and equipment purchases and \$0.5 million and \$0.4 million, respectively, of software development costs.

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*Technology and Communications.* Technology and communications expenses increased by \$0.5 million or 25.3% to \$2.5 million for the three months ended September 30, 2010 from \$2.0 million for the three months ended September 30, 2009. The increase was attributable to higher expenses associated with market and production data.

*Professional and Consulting Fees.* Professional and consulting fees increased by \$0.6 million or 36.2% to \$2.2 million for the three months ended September 30, 2010, from \$1.6 million for the three months ended September 30, 2009. The increase was principally due to higher legal expense and technology consulting costs.

*Occupancy.* Occupancy costs were \$0.7 million for both the three months ended September 30, 2010 and 2009.

*Marketing and Advertising.* Marketing and advertising expenses were \$0.7 million for both the three months ended September 30, 2010 and 2009.

*General and Administrative.* General and administrative expenses increased by \$0.2 million or 10.9% to \$1.8 million for the three months ended September 30, 2010, from \$1.7 million for the three months ended September 30, 2009. The increase was primarily due to registration fees and charitable contributions, partially offset by a decline in the charge for doubtful accounts.

*Provision for Income Tax.* For the three months ended September 30, 2010 and 2009, we recorded an income tax provision of \$4.9 million and \$3.9 million, respectively. The increase in the tax provision was primarily attributable to the \$5.0 million increase in pre-tax income for the period. With the exception of the payment of certain foreign and state and local taxes, the provision for income taxes was a non-cash expense since we had available net operating loss carryforwards and tax credits to offset the cash payment of taxes.

Our consolidated effective tax rate for the three months ended September 30, 2010 was 36.3%, compared to 45.7% for the three months ended September 30, 2009. The decrease in the effective tax rate is principally due to a refinement in our state and local tax apportionment methodology, which resulted in a lower projected state income tax rate, and the impact of New York City apportionment rule changes enacted in the third quarter of 2009. Our consolidated effective tax rate can vary from period to period depending on, among other factors, the geographic and business mix of our earnings and changes in tax legislation and tax rates. Due to our net deferred tax asset balance, a decrease in tax rates results in a reduction in our deferred tax balance and an increase in tax expense in the period in which the change occurs.

### ***Nine months Ended September 30, 2010 Compared to Nine months Ended September 30, 2009***

#### ***Overview***

Total revenues increased by \$27.1 million or 33.7% to \$107.6 million for the nine months ended September 30, 2010, from \$80.5 million for the nine months ended September 30, 2009. This increase in total revenues was primarily due to increases in commissions of \$22.4 million, technology products and services revenues of \$3.2 million and other income of \$1.3 million.

Total expenses increased by \$9.7 million or 15.8% to \$71.2 million for the nine months ended September 30, 2010, from \$61.5 million for the nine months ended September 30, 2009. The increase was primarily due to higher employee compensation and benefits of \$6.0 million, general and administrative expense of \$1.6 million and professional and consulting fees of \$1.2 million.

Income before taxes increased by \$17.5 million or 91.8% to \$36.5 million for the nine months ended September 30, 2010, from \$19.0 million for the nine months ended September 30, 2009. Net income increased by \$11.8 million or 110.8% to \$22.5 million for the nine months ended September 30, 2010, from \$10.7 million for nine months ended September 30, 2009.

**Table of Contents***Revenues*

Our revenues for the nine months ended September 30, 2010 and 2009, and the resulting dollar and percentage changes, were as follows:

	Nine Months Ended September 30,					
	2010	% of	2009	% of	\$	%
	\$	Revenues	\$	Revenues	Change	Change
	(\$ in thousands)					
Commissions	\$ 89,919	83.5%	\$ 67,565	84.0%	\$ 22,354	33.1%
Technology products and services	9,870	9.2	6,720	8.3	3,150	46.9
Information and user access fees	4,959	4.6	4,678	5.8	281	6.0
Investment income	907	0.8	880	1.1	27	3.1
Other	1,968	1.8	637	0.8	1,331	208.9
Total revenues	\$ 107,623	100.0%	\$ 80,480	100.0%	\$ 27,143	33.7%

*Commissions.* Our commission revenues for the nine months ended September 30, 2010 and 2009, and the resulting dollar and percentage changes, were as follows:

	Nine Months Ended September 30,			
	2010	2009	\$	%
			Change	Change
	(\$ in thousands)			
Distribution fees				
U.S. high-grade	\$ 27,416	\$ 22,249	\$ 5,167	23.2%
Eurobond	9,359	9,057	302	3.3
Total distribution fees	36,775	31,306	5,469	17.5
Variable transaction fees				
U.S. high-grade	34,146	21,380	12,766	59.7
Eurobond	4,877	5,294	(417)	(7.9)
Other	14,121	9,585	4,536	47.3
Total variable transaction fees	53,144	36,259	16,885	46.6
Total commissions	\$ 89,919	\$ 67,565	\$ 22,354	33.1%

The \$5.5 million increase in distribution fees for the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 is due principally to the additional U.S. broker-dealer market makers on the platform.

The following table shows the extent to which the increase in commissions for the nine months ended September 30, 2010 was attributable to changes in transaction volumes, variable transaction fees per million and monthly distribution fees:

**Change from Nine Months Ended September 30, 2009**  
**U.S.**

	<b>High-Grade</b>	<b>Eurobond</b>	<b>Other</b>	<b>Total</b>
	<b>(In thousands)</b>			
Volume increase	\$ 10,236	\$ 86	\$ 6,513	\$ 16,835
Variable transaction fee per million increase (decrease)	2,530	(503)	(1,977)	50
Monthly distribution fees increase	5,167	302		5,469
Total commissions increase	\$ 17,933	\$ (115)	\$ 4,536	\$ 22,354

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Our trading volumes for the nine months ended September 30, 2010 and 2009 were as follows:

	<b>Nine Months Ended September 30,</b>			
	<b>2010</b>	<b>2009</b>	<b>\$ Change</b>	<b>% Change</b>
Trading Volume Data (in millions)				
U.S. high-grade fixed rate	\$ 173,716	\$ 117,766	\$ 55,950	47.5%
U.S. high-grade floating rate	6,352	4,002	2,350	58.7
Total U.S. high-grade	180,068	121,768	58,300	47.9
Eurobond	39,470	38,841	629	1.6
Other	78,395	46,677	31,718	68.0
Total	\$ 297,933	\$ 207,286	\$ 90,647	43.7%

Number of U.S. Trading Days 188 188

Number of U.K. Trading Days 189 189

For volume reporting purposes, transactions in foreign currencies are converted to U.S. dollars at average monthly rates. The 47.9% increase in U.S. high-grade volume was principally due to an increase in the Company's estimated market share of total U.S. high-grade corporate bond volume as reported by FINRA TRACE from 5.6% for the nine months ended September 30, 2009 to 8.1% for the nine months ended September 30, 2010, coupled with an increase in overall market volume as measured by FINRA TRACE. Estimated FINRA TRACE U.S. high-grade volume increased by 2.1% from \$2,180 billion for the nine months ended September 30, 2009 to \$2,225 billion for the nine months ended September 30, 2010. Eurobond volumes increased by 1.6% for the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009. Other volume increased by 68% for the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009, primarily due to agency and emerging markets volumes.

Our average variable transaction fee per million for the nine months ended September 30, 2010 and 2009 was as follows:

	<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Average Variable Transaction Fee Per Million</b>		
U.S. high-grade fixed rate	\$ 196	\$ 181
U.S. high-grade floating rate	\$ 27	\$ 24
Total U.S. high-grade	\$ 190	\$ 176
Eurobond	\$ 124	\$ 136
Other	\$ 180	\$ 205
All Products	\$ 178	\$ 175

The U.S. high-grade average variable transaction fee per million improved from \$176 for the nine months ended September 30, 2009 to \$190 for the nine months ended September 30, 2010, primarily due to the increased participation of new dealers on the platform that pay higher variable fees per million. The Eurobond average variable transaction fee per million decreased from \$136 for the nine months ended September 30, 2009 to \$124 for the nine months ended September 30, 2010. In June 2010, we launched a click-to-trade protocol in the European market. In connection with the launch, the Eurobond fee plan was revised. Other average variable transaction fee per million decreased from \$205 for the nine months ended September 30, 2009 to \$180 for the nine months ended September 30, 2010, primarily due to a larger percentage of Other volume in products that carry lower fees per million, principally

agency bonds.

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*Technology Products and Services.* Technology products and services revenues increased by \$3.2 million or 46.9% to \$9.9 million for the nine months ended September 30, 2010, from \$6.7 million for the nine months ended September 30, 2009. The increase was primarily a result of higher technology integration consulting services.

*Information and User Access Fees.* Information and user access fees increased by \$0.3 million or 6.0% to \$5.0 million for the nine months ended September 30, 2010, from \$4.7 million for the nine months ended September 30, 2009.

*Investment Income.* Investment income was \$0.9 million for both the nine months ended September 30, 2010 and 2009.

*Other.* Other revenues increased by \$1.3 million or 208.9% to \$2.0 million for the nine months ended September 30, 2010, from \$0.6 million for the nine months ended September 30, 2009. The increase was primarily a result of a gain on the sale of a treasury bill investment and initial set-up fees from broker-dealer clients.

**Expenses**

Our expenses for the nine months ended September 30, 2010 and 2009, and the resulting dollar and percentage changes, were as follows:

	Nine Months Ended September 30,					
	2010		2009			
	\$	% of Revenues	\$	% of Revenues	\$ Change	% Change
	(\$ in thousands)					
Employee compensation and benefits	\$ 42,448	39.4%	\$ 36,486	45.3%	\$ 5,962	16.3%
Depreciation and amortization	4,798	4.5	5,124	6.4	(326)	(6.4)
Technology and communications	7,313	6.8	6,391	7.9	922	14.4
Professional and consulting fees	6,369	5.9	5,137	6.4	1,232	24.0
Occupancy	2,351	2.2	2,075	2.6	276	13.3
Marketing and advertising	2,066	1.9	2,004	2.5	62	3.1
General and administrative	5,813	5.4	4,253	5.3	1,560	36.7
Total expenses	\$ 71,158	66.1%	\$ 61,470	76.4%	\$ 9,688	15.8%

*Employee Compensation and Benefits.* Employee compensation and benefits increased by \$6.0 million or 16.3% to \$42.4 million for the nine months ended September 30, 2010, from \$36.5 million for the nine months ended September 30, 2009. This increase was primarily attributable to higher incentive compensation of \$3.5 million due to improved operating performance, salaries of \$1.3 million due to increased headcount, and benefits and employment taxes of \$0.9 million.

*Depreciation and Amortization.* Depreciation and amortization decreased by \$0.3 million or 6.4% to \$4.8 million for the nine months ended September 30, 2010, from \$5.1 million for the nine months ended September 30, 2009. The decrease was primarily attributable to lower amortization of software development costs. For the nine months ended September 30, 2010 and 2009, we capitalized \$4.7 million and \$1.6 million, respectively, of leasehold improvements and equipment purchases and \$1.3 million and \$1.4 million, respectively, of software development costs. The 2010 leasehold improvement and equipment expenditures included \$2.9 million associated with the move of our corporate offices to new premises in New York City in the first quarter of 2010.

*Technology and Communications.* Technology and communications expenses increased by \$0.9 million or 14.4% to \$7.3 million for the nine months ended September 30, 2010 from \$6.4 million for the nine months ended September 30, 2009. The increase was attributable to higher expenses associated with data center hosting and market data.

*Professional and Consulting Fees.* Professional and consulting fees increased by \$1.2 million or 24.0% to \$6.4 million for the nine months ended September 30, 2010, from \$5.1 million for the nine months ended September 30, 2009. The increase was principally due to higher technology consulting costs and recruiting fees.



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*Occupancy.* Occupancy costs increased by \$0.3 million or 13.3% to \$2.4 million for the nine months ended September 30, 2010 from \$2.1 million for the nine months ended September 30, 2009. The increase was principally due to a two-month overlap in rental costs for both our old and new premises leased in New York City.

*Marketing and Advertising.* Marketing and advertising expenses were \$2.1 million for the nine months ended September 30, 2010 compared to \$2.0 million for the nine months ended September 30, 2009.

*General and Administrative.* General and administrative expenses increased by \$1.6 million or 36.7% to \$5.8 million for the nine months ended September 30, 2010, from \$4.3 million for the nine months ended September 30, 2009. The increase was primarily due to higher charitable contributions, general travel and entertainment expense, franchise taxes and registration fees.

*Provision for Income Tax.* For the nine months ended September 30, 2010 and 2009, we recorded an income tax provision of \$14.0 million and \$8.3 million, respectively. The increase in the tax provision was primarily attributable to the \$17.5 million increase in pre-tax income for the period. With the exception of the payment of certain foreign and state and local taxes, the provision for income taxes was a non-cash expense since we had available net operating loss carryforwards and tax credits to offset the cash payment of taxes.

Our consolidated effective tax rate for the nine months ended September 30, 2010 was 38.3%, compared to 43.9% for the nine months ended September 30, 2009. The decrease in the effective tax rate is principally due to a refinement in our state and local tax apportionment methodology, which resulted in a lower projected state income tax rate. Our consolidated effective tax rate can vary from period to period depending on, among other factors, the geographic and business mix of our earnings and changes in tax legislation and tax rates. Due to our net deferred tax asset balance, a decrease in tax rates results in a reduction in our deferred tax balance and an increase in tax expense in the period in which the change occurs.

**Liquidity and Capital Resources**

During the past three years, we have met our cash needs through cash on hand, internally generated funds and the issuance of Series B Preferred Stock. Cash and cash equivalents and securities available-for-sale totaled \$183.0 million at September 30, 2010. Other than equipment-related capital lease obligations amounting to \$1.0 million as of September 30, 2010, we have no long-term or short-term debt and do not maintain bank lines of credit.

Our cash flows were as follows:

	<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>	
Net cash provided by operating activities	\$ 41,583	\$ 24,013
Net cash used in investing activities	(7,701)	(24,834)
Net cash used in financing activities	(27,911)	(18)
Effect of exchange rate changes on cash and cash equivalents	(567)	(351)
Net increase (decrease) for the period	\$ 5,404	\$ (1,190)

We define free cash flow as cash flow from operating activities less expenditures for furniture, equipment and leasehold improvements and capitalized software development costs. For the 12 months ended September 30, 2010 and 2009, free cash flow was \$51.1 million and \$30.0 million, respectively. Free cash flow is a non-GAAP financial measure. The Company believes that this non-GAAP financial measure, when taken into consideration with the corresponding GAAP financial measures, is important in gaining an understanding of the Company's financial strength and cash flow generation.

Net cash provided by operating activities was \$41.6 million for the nine months ended September 30, 2010 compared to \$24.0 million for the nine months ended September 30, 2009. The \$17.6 million increase in net cash provided by operating activities was primarily due to an increase in net income of \$11.8 million, higher non-cash deferred income

taxes of \$3.8 million and a decrease in cash used for working capital of \$2.6 million. During the nine months ended September 30, 2010, annual bonus payments were \$14.1 million compared to \$9.5 million for the nine months ended September 30, 2009.

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Net cash used in investing activities was \$7.7 million for the nine months ended September 30, 2010 compared to \$24.8 million for the nine months ended September 30, 2009. Net purchases of securities available-for-sale were \$1.7 million for the nine months ended September 30, 2010 compared to \$20.2 million for the nine months ended September 30, 2009. Capital expenditures were \$6.0 million and \$3.0 million for the nine months ended September 30, 2010 and 2009, respectively. Leasehold improvements and equipment expenditures in 2010 included \$2.9 million associated with the move of our corporate offices to new premises in New York City in the first half of 2010. During the nine months ended September 30, 2009, we made a \$1.4 million earn-out payment related to the 2008 acquisition of Greenline Financial Technologies, Inc.

Net cash used in financing activities was \$27.9 million for the nine months ended September 30, 2010 compared to \$18,000 for the nine months ended September 30, 2009. The increase in net cash used in financing activities was principally due to the purchase of 1.6 million shares of our common stock at a cost of \$23.3 million under a share repurchase program and cash dividends paid in 2010 on common stock and Series B preferred stock of \$8.0 million, offset by increases in proceeds from the exercise of stock options of \$1.7 million and windfall tax benefits on stock-based compensation of \$1.2 million.

Past trends of cash flows are not necessarily indicative of future cash flow levels. A decrease in cash flows may have a material adverse effect on our liquidity, business and financial condition.

***Other Factors Influencing Liquidity and Capital Resources***

We are dependent on our broker-dealer clients, who are not restricted from buying and selling fixed-income securities, directly or through their own proprietary or third-party platforms, with institutional investors. None of our broker-dealer clients is contractually or otherwise obligated to continue to use our electronic trading platform. The loss of, or a significant reduction in the use of our electronic platform by, our broker-dealer clients could reduce our cash flows, affect our liquidity and have a material adverse effect on our business, financial condition and results of operations.

We believe that our current resources are adequate to meet our liquidity needs and capital expenditure requirements for at least the next 12 months. However, our future liquidity and capital requirements will depend on a number of factors, including expenses associated with product development and expansion and new business opportunities that are intended to further diversify our revenue stream. We may also acquire or invest in technologies, business ventures or products that are complementary to our business. In addition, we expect to fully utilize the balance of our unrestricted U.S. net operating loss carryforward during 2011, which would result in an increase in cash paid for income taxes in 2011 and subsequent years. In the event we require any additional financing, it will take the form of equity or debt financing. Any additional equity offerings may result in dilution to our stockholders. Any debt financings, if available at all, may involve restrictive covenants with respect to dividends, issuances of additional capital and other financial and operational matters related to our business.

We have three regulated subsidiaries, MarketAxess Corporation, MarketAxess Europe Limited and MarketAxess Canada Ltd. MarketAxess Corporation is a registered broker-dealer in the U.S., MarketAxess Europe Limited is a registered multilateral trading facility in the U.K. and MarketAxess Canada Ltd. is a registered Alternative Trading System in the Province of Ontario. As such, they are subject to minimum regulatory capital requirements imposed by their respective market regulators that are intended to ensure general financial soundness and liquidity based on certain minimum capital requirements. The relevant regulations prohibit a registrant from repaying borrowings from its parent or affiliates, paying cash dividends, making loans to its parent or affiliates or otherwise entering into transactions that result in a significant reduction in its regulatory net capital position without prior notification to or approval from its principal regulator. The capital structures of our subsidiaries are designed to provide each with capital and liquidity consistent with its business and regulatory requirements. The following table sets forth the capital requirements, as defined, that the Company's subsidiaries were required to maintain as of September 30, 2010:

<b>MarketAxess Corporation</b>	<b>MarketAxess Europe Limited (In thousands)</b>	<b>MarketAxess Canada Limited</b>
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Net capital	\$	37,811	\$	25,204	\$	393
Minimum net capital required		1,685		3,759		267
Excess net capital	\$	36,126	\$	21,445	\$	125

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We execute certain bond transactions between and among institutional investor and broker-dealer clients on a riskless principal basis by serving as counterparty to both the buyer and the seller in matching back-to-back trades, which are then settled through a third-party clearing organization. We act as intermediary on a riskless principal basis in these bond transactions by serving as counterparty to the two clients involved. Settlement typically occurs within one to three trading days after the trade date. Cash settlement of the transaction occurs upon receipt or delivery of the underlying instrument that was traded. Under securities clearing agreements with the independent third party, we maintain collateral deposits with the clearing broker in the form of cash or U.S. government securities. As of September 30, 2010, the collateral deposits included in securities and cash provided as collateral in the Consolidated Statements of Financial Condition was \$0.9 million. We are exposed to credit risk in the event a counterparty does not fulfill its obligation to complete a transaction. Pursuant to the terms of the securities clearing agreements between us and the independent clearing broker, the clearing broker has the right to charge us for losses resulting from a counterparty's failure to fulfill its contractual obligations. The losses are not capped at a maximum amount and apply to all trades executed through the clearing broker. At September 30, 2010, we have not recorded any liabilities with regard to this right.

In the ordinary course of business, we enter into contracts that contain a variety of representations, warranties and general indemnifications. Our maximum exposure from any claims under these arrangements is unknown, as this would involve claims that have not yet occurred. However, based on past experience, we expect the risk of loss to be remote.

In June 2010, our Board of Directors authorized a share repurchase program for up to \$30.0 million of our common stock. We may repurchase the shares in the open market or privately negotiated transactions, at times and prices considered appropriate by us depending upon prevailing market conditions. Shares repurchased under the program will be held in treasury for future use. Through September 30, 2010, a total of 1.6 million shares of our common stock have been repurchased at a cost of \$23.3 million.

Prior to 2009, we retained all earnings for investment in our business. In October 2009, our Board of Directors approved a regular quarterly dividend. A quarterly cash dividend of \$0.07 per share will be paid on November 23, 2010 to stockholders of record as of the close of business on November 9, 2010. We expect the total amount payable to be approximately \$2.6 million. We expect to continue paying regular cash dividends, although there is no assurance as to such dividends. Any future declaration and payment of dividends will be at the sole discretion of our Board of Directors.

### ***Effects of Inflation***

Because the majority of our assets are short-term in nature, they are not significantly affected by inflation. However, the rate of inflation may affect our expenses, such as employee compensation, office leasing costs and communications expenses, which may not be readily recoverable in the prices of our services. To the extent inflation results in rising interest rates and has other adverse effects on the securities markets, it may adversely affect our financial condition and results of operations.

### **Contractual Obligations and Commitments**

There was no significant change in our contractual obligations and commitments for the nine months ended September 30, 2010.

### ***Item 3. Quantitative and Qualitative Disclosures About Market Risk***

Market risk is the risk of loss resulting from adverse changes in market rates and prices, such as interest rates and foreign currency exchange rates.

#### ***Market Risk***

The global financial services business is, by its nature, risky and volatile and is directly affected by many national and international factors that are beyond our control. Any one of these factors may cause a substantial decline in the U.S. and global financial services markets, resulting in reduced trading volume and revenues. These events could have a material adverse effect on our business, financial condition and results of operations.

As of September 30, 2010, we had a \$74.2 million investment in securities available-for-sale. Adverse movements, such as a 10% decrease in the value of these securities or a downturn or disruption in the markets for these securities, could result in a substantial loss. In addition, principal gains and losses resulting from these securities could on

occasion have a disproportionate effect, positive or negative, on our financial condition and results of operations for any particular reporting period.

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### ***Interest Rate Risk***

Interest rate risk represents our exposure to interest rate changes with respect to the money market instruments, U.S. Treasury obligations and short-term fixed-income securities in which we invest. As of September 30, 2010, our cash and cash equivalents and securities available-for-sale amounted to \$183.0 million and were primarily in money market instruments, U.S. government obligations and municipal securities. We do not maintain an inventory of bonds that are traded on our platform.

### ***Derivative Risk***

Our limited derivative risk stems from our activities in the foreign currency forward contract market. We use this market to mitigate our U.S. dollar versus Pound Sterling exposure that arises from the activities of our U.K. subsidiary. As of September 30, 2010, the notional value of our foreign currency forward contract was \$28.6 million. We do not speculate in any derivative instruments.

### ***Credit Risk***

We act as a riskless principal through two of our regulated subsidiaries in certain transactions that we execute between clients. We act as an intermediary in these transactions by serving as counterparty to both the buyer and the seller in matching back-to-back bond trades, which are then settled through a third-party clearing organization. Settlement typically occurs within one to three trading days after the trade date. Cash settlement of the transaction occurs upon receipt or delivery of the underlying instrument that was traded.

We are exposed to credit risk in our role as trading counterparty to our clients. We are exposed to the risk that third parties that owe us money, securities or other assets will not perform their obligations. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. Adverse movements in the prices of securities that are the subject of these transactions can increase our risk. Where the unmatched position or failure to deliver is prolonged, there may also be regulatory capital charges required to be taken by us. The policies and procedures we use to manage this credit risk are new and untested. There can be no assurance that these policies and procedures will effectively mitigate our exposure to credit risk.

### ***Item 4. Controls and Procedures***

(a) *Evaluation of Disclosure Controls and Procedures.* Our management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as that term is defined in Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of September 30, 2010. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective to ensure that information required to be disclosed by MarketAxess in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) *Changes in Internal Control Over Financial Reporting.* There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2010 identified in connection with the evaluation thereof by our management, including the Chief Executive Officer and Chief Financial Officer, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II Other Information****Item 1. Legal Proceedings**

In January 2007, a former employee of MarketAxess Corporation commenced an arbitration proceeding before FINRA arising out of the May 2006 termination of such individual's employment with MarketAxess Corporation. This individual subsequently amended his statement of claim to add MarketAxess Holdings Inc. as a party to the arbitration proceeding. FINRA consolidated all of the former employee's claims into a single proceeding and, by an award dated July 12, 2010, the FINRA arbitration panel denied the former employee's claims, totaling approximately \$0.9 million, in their entirety. The former employee's right to appeal the panel's decision expired in October 2010.

**Item 1A. Risk Factors**

Risks that could have a negative impact on our business, results of operations and financial condition include: the level and intensity of competition in the fixed-income electronic trading industry and the pricing pressures that may result; the variability of our growth rate; the rapidly evolving nature of the electronic financial services industry; the level of trading volume transacted on the MarketAxess platform; potential fluctuations in our operating results, which may cause our stock price to decline; the absolute level and direction of interest rates and the corresponding volatility in the corporate fixed-income market; our ability to develop new products and offerings and the market's acceptance of those products; our exposure to risk resulting from non-performance by counterparties to transactions executed between our clients in which we act as an intermediary in matching back-to-back trades; our dependence on our broker-dealer clients and institutional investor clients; technology failures, security breaches or rapid technology changes that may harm our business; our ability to enter into strategic alliances and to acquire other businesses and successfully integrate them with our business; extensive government regulation; continuing international expansion that may present economic and regulatory challenges; and our future capital needs and our ability to obtain capital when needed. This list is intended to identify only certain of the principal factors that could have a material adverse impact on our business, results of operations and financial condition. A more detailed description of each of these and other important risk factors can be found under the caption "Risk Factors" in our most recent Form 10-K for the year ended December 31, 2009. There have been no material changes to the risk factors described in such Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Recent Sales of Unregistered Securities**

None.

**Issuer Purchases of Equity Securities**

During the quarter ended September 30, 2010, we repurchased the following shares of common stock:

Period		Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Dollar Value of Shares That May Yet Be Purchased Under the Plans
					(In thousands)
July 1, 2010	July 31, 2010	313,100	\$ 13.22	313,100	\$ 25,862
August 1, 2010	August 31, 2010	773,115	13.79	715,356	15,245
September 1, 2010	September 30, 2010	528,180	16.10	526,720	6,743
		1,614,395	\$ 14.44	1,555,176	

In June 2010, our Board of Directors authorized a share repurchase program for up to \$30.0 million of our common stock. We may repurchase the shares in the open market or privately negotiated transactions, at times and prices considered appropriate by us depending upon prevailing market conditions. Shares repurchased under the program will be held in treasury for future use. Through September 30, 2010, a total of 1.6 million shares of our common stock



have been repurchased at a cost of \$23.3 million.

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During the three months ended September 30, 2010, a total of 3,405 shares were surrendered by employees to us to satisfy employee withholding tax obligations upon the vesting of restricted shares and 55,814 shares of unvested restricted shares were repurchased upon the termination of employment.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. (Removed and Reserved)**

**Item 5. Other Information**

None.

**Item 6. Exhibits**

Exhibit Listing:

Number	Description
31.1	Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MARKETAXESS HOLDINGS INC.

Date: October 28, 2010

By: /s/ RICHARD M. MCVEY  
Richard M. McVey  
Chief Executive Officer  
(principal executive officer)

Date: October 28, 2010

By: /s/ ANTONIO L. DELISE  
Antonio L. DeLise  
Chief Financial Officer  
(principal financial and accounting officer)