

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 101(b) of the Securities Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 5, 2024, MarketAxess Holdings Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). At the 2024 Annual Meeting, upon the recommendation of the Company’s Board of Directors, the stockholders of the Company approved an amendment (the “Amendment”) to the Company’s amended and restated certificate of incorporation (the “Certificate of Incorporation”) to provide for exculpation of certain corporate officers permitted by the recent amendments to the Delaware General Corporation Law (the “DGCL”). The Amendment amended Article VII of the Certificate of Incorporation to limit the personal liability of certain officers for monetary damages for breaches of fiduciary duty as an officer, except to the extent such limitation on liability is not permitted under the DGCL. The Amendment became effective upon the Company’s filing of a certificate of amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware on June 6, 2024.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment filed as Exhibit 3.1 hereto, which is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 5, 2024, the Company held its 2024 Annual Meeting. A total of 34,574,215 shares of common stock were present or represented by proxy at the 2024 Annual Meeting, representing 91.9% of the issued and outstanding shares of common stock entitled to vote at the meeting. The proposals voted upon and the final results of the vote were as follows:

Proposal 1 — Election of Directors. The results were as follows:

<u>Director</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
Richard M. McVey	32,656,928	829,915	2,949	1,038
Christopher R. Concannon	33,370,231	116,470	3,091	1,108
Nancy Altobello	32,733,289	750,474	6,029	1,157
Steven L. Begleiter	33,333,636	152,890	3,266	1,197
Stephen P. Casper	31,659,605	1,820,288	9,899	1,258
Jane Chwick	32,919,396	564,401	5,995	1,319
William F. Cruger	32,796,655	686,122	7,015	1,379
Kourtney Gibson	33,443,852	35,285	10,655	1,439
Carlos Hernandez	33,476,519	10,138	3,135	1,490
Richard G. Ketchum	33,445,019	41,526	3,247	1,541
Emily Portney	33,451,173	35,514	3,105	1,592

Proposal 2 — Ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent member firm to provide public accounting firm for the year ending December 31, 2024. The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
32,115,898	2,421,592	36,725

Proposal 3 — Advisory vote on the compensation of the Company’s named executive officers as disclosed in the Company’s proxy statement pursuant to the SEC’s compensation disclosure rules (referred to as the “say-on-pay” proposal). The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
31,373,447	1,635,479	480,866	1,084,423

Proposal 4 — Approval of an Amendment to the Company’s Certificate of Incorporation to Limit the Liability of Our Officers as Permitted by Recent Amendments to the General Corporation Law of the State of Delaware. The results were as follows:

For	Against	Abstain	Broker Non-Votes
29,225,548	4,133,544	130,700	1,084,423

Proposal 5 — The Company’s proposal to create a stockholder right to call a special stockholder meeting. The results were as follows:

For	Against	Abstain	Broker Non-Votes
29,336,300	854,399	3,299,093	1,084,423

Proposal 6 — A stockholder proposal concerning special stockholder meetings. The results were as follows:

For	Against	Abstain	Broker Non-Votes
16,003,781	17,481,803	4,208	1,084,423

For more information on the 2024 Annual Meeting and the foregoing proposals, see the Company’s 2024 Proxy Statement.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

- 3.1 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation.](#)
- 104 Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused to be signed on its behalf by the undersigned hereunto duly authorized.

MARKETAXESS HOLDINGS INC.

Date: June 7, 2024

By: /s/ Scott Pintoff
Name: Scott Pintoff
Title: General Counsel and Corporate Secretary