

MARKETAXESS HOLDINGS INC
Form SC 13G/A
February 13, 2007

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

SCHEDULE 13G

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

MARKETAXESS HOLDINGS INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.003 PER SHARE

(Title of Class of Securities)

57060D 10 8

(CUSIP Number)

DECEMBER 31, 2006

(Date of Event Which Requires Filing of this Statement)

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

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

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

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.
57060D 10 8

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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J.P. Morgan Partners (23A SBIC), L.P. (f/k/a J.P. Morgan Partners
(23A SBIC), LLC)

13-3986302

| | | |
|---------------------|--|--|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [] (b) [] |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES | | 800,000 shares of Common Stock |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 1,225,317 shares of Common Stock (See Item 4(c)) |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 800,000 shares of Common Stock |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | 1,225,317 shares of Common Stock (See Item 4(c)) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 2,025,317 shares of Common Stock (See Item 4(a)) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | |
| | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| 11 | Approximately 6.66% as of the date of this Statement (based on 29,164,483 shares of Common Stock reported to be issued and outstanding as of November 3, 2006 on the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2006). (See Item 4(b)) | |
| 12 | TYPE OF REPORTING PERSON* | PN - Partnership |

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| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON | |
| | S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | LabMorgan Corporation | |

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13-4184941

| | | |
|--------------|---|---|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [] |
| | | (b) [] |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 1,922,790 shares of Common Stock |
| SHARES | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | |
| EACH | | 1,225,317 shares of Common Stock (See Item 4(c)) |
| REPORTING | 7 | SOLE DISPOSITIVE POWER |
| PERSON | | |
| WITH | | 1,922,790 shares of Common Stock |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 1,225,317 shares of Common Stock (See Item 4(c)) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 3,148,107 shares of Common Stock (See Item 4(a)) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | |
| | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 11 | Approximately 9.99% as of the date of this Statement (based on 29,164,483 shares of Common Stock reported to be issued and outstanding as of November 3, 2006 on the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2006). (See Item 4(b)) | |
| 12 | TYPE OF REPORTING PERSON* | |
| | CO - Corporation | |

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ITEM 1.

- (a) Name of Issuer
- MarketAxess Holdings Inc.
- (b) Address of Issuer's Principal Executive Offices:
- 140 Broadway, 42nd Floor
New York, NY 10005

ITEM 2.

- (a) Name of Persons Filing:

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J.P. Morgan Partners (23A SBIC), L.P. ("JPMP (23A SBIC)")
LabMorgan Corporation ("LabMorgan")

Supplemental information relating to the ownership and control
of the persons filing this Statement is included in Exhibit
2(a) attached hereto.

(b) Address of Principal Business Office:

270 Park Avenue
New York, NY 10017

(c) Citizenship:

Delaware

(d) Title of Class of Securities:

Common Stock, par value \$0.003 per share

(e) CUSIP Number:

57060D 10 8

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B),
CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under section 15 of the Act (15
U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15
U.S.C. 78c).

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

If this statement is filed pursuant to Rule 13d-1(c), check this box

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ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned

JPMP (23A SBIC): 2,025,317 shares of Common Stock (includes 1,225,317 shares of Common Stock issuable to JPMP (23A SBIC) upon conversion of shares of nonvoting common stock, par value \$0.003 per share, of the Issuer ("Nonvoting Common Stock") held by JPMP (23A SBIC)). This amount excludes 800,000 shares of Common Stock held by LabMorgan and included below. In total, 800,000 shares of Common Stock and 1,225,317 shares of Nonvoting Common Stock are owned by JPMP (23A SBIC).

LabMorgan: 3,148,107 shares of Common Stock (includes 2,348,107 shares of Common Stock issuable to LabMorgan pursuant to any combination of the exercise of a warrant (the "Warrant") or the conversion of shares of Nonvoting Common Stock held by LabMorgan). This amount excludes (i) 800,000 shares of Common Stock held by JPMP and included above, and (ii) an aggregate of 245,863 shares from any combination of the remaining portion of the Nonvoting Common Stock

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and the remaining portion of the Warrant, because the terms of the Nonvoting Common Stock and the Warrant contain a limitation on acquiring shares of Common Stock if the conversion or exercise would result in the holder, together with its affiliates, beneficially owning more than 9.99% of the outstanding shares of Common Stock. In total, 800,000 shares of Common Stock, 1,360,337 shares of Nonvoting Common Stock and a Warrant to purchase 1,233,633 shares of Common Stock are owned by LabMorgan.

(b) Percent of Class

JPMP (23A SBIC): Approximately 6.66% as of the date of this Statement (based on 29,164,483 shares of Common Stock reported to be issued and outstanding as of November 3, 2006 on the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2006).

LabMorgan: Approximately 9.99% as of the date of this Statement (based on 29,164,483 shares of Common Stock reported to be issued and outstanding as of November 3, 2006 on the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2006).

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote:

| | |
|------------------|----------------------------------|
| JPMP (23A SBIC): | 800,000 shares of Common Stock |
| LabMorgan: | 1,922,790 shares of Common Stock |

(ii) Shared power to vote or direct the vote:

| | |
|------------------|----------------------------------|
| JPMP (23A SBIC): | 1,225,317 shares of Common Stock |
| LabMorgan: | 1,225,317 shares of Common Stock |

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JPMP (23A SBIC) and LabMorgan share the power to vote or direct the vote of these shares of Common Stock because they each have the right to acquire a maximum of 1,225,317 shares of Common Stock pursuant to any combination of the conversion of shares of Nonvoting Common Stock held by each of them or the exercise of the Warrant held by LabMorgan. To the extent that one of JPMP (23A SBIC) or LabMorgan so acquires such shares of Common Stock, the other is precluded from acquiring such shares of Common Stock because the terms of the Nonvoting Common Stock and the Warrant contain a limitation on acquiring shares of Common Stock to the extent the conversion or exercise would result in the holder, together with its affiliates, beneficially owning more than 9.99% of the outstanding shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of:

| | |
|------------------|----------------------------------|
| JPMP (23A SBIC): | 800,000 shares of Common Stock |
| LabMorgan: | 1,922,790 shares of Common Stock |

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(iv) Shared power to dispose or to direct the disposition of:

| | |
|------------------|----------------------------------|
| JPMP (23A SBIC): | 1,225,317 shares of Common Stock |
| LabMorgan: | 1,225,317 shares of Common Stock |

JPMP (23A SBIC) and LabMorgan share the power to dispose or to direct the disposition of these shares of Common Stock because they each have the right to acquire a maximum of 1,225,317 shares of Common Stock pursuant to any combination of the conversion of shares of Nonvoting Common Stock held by each of them or the exercise of the Warrant held by LabMorgan. To the extent that one of JPMP (23A SBIC) or LabMorgan so acquires such shares of Common Stock, the other is precluded from acquiring such shares of Common Stock because the terms of the Nonvoting Common Stock and the Warrant contain a limitation on acquiring shares of Common Stock if the conversion or exercise would result in the holder beneficially owning more than 9.99% of the outstanding shares of Common Stock

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Inapplicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Inapplicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Inapplicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

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See the Joint Filing Agreement Attached hereto as Exhibit 8.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Inapplicable

ITEM 10. CERTIFICATION

Inapplicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2007

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager), Inc.,
its General Partner

By: /s/ John C. Wilmot

Name: John C. Wilmot
Title: Managing Director

LABMORGAN CORPORATION

By: /s/ Tom Horn

Name: Tom Horn
Title: Managing Director

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EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (23A SBIC)"), and LabMorgan Corporation, a Delaware corporation (hereinafter referred to as "LabMorgan"). The principal business address of JPMP (23A SBIC) and LabMorgan is 270 Park Avenue, New York, NY 10017.

JPMP (23A SBIC) is engaged in the venture capital and leveraged buyout business. The general partner of JPMP (23A SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP (23A Manager)"), whose principal business office is located at the same address as JPMP (23A SBIC) and is also indirectly (through JPMP (23A SBIC)) engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employment of each executive officer and director of JPMP (23A Manager). As general partner of JPMP (23A SBIC), JPMP 23A Manager may be deemed to beneficially own the shares held by JPMP (23A SBIC).

JPMP (23A Manager) is a wholly owned subsidiary of JPMorgan Chase Bank,

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National Association, a National Banking Association (hereinafter referred to as "JPM Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPM Chase Bank.

JPM Chase Bank is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

LabMorgan is engaged in the venture capital and leveraged buyout business. Set forth in Schedule D hereto and incorporated herein by reference are the names, business addresses, principal occupations and employment of each executive officer and director of LabMorgan. LabMorgan is a wholly owned subsidiary of JPMorgan Chase, which is described above.

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SCHEDULE A

J.P. MORGAN PARTNERS (SBIC 23A MANAGER), INC.

Executive Officers (1)

| | |
|--|-------------------------|
| Chief Investment Officer | Ina R. Drew |
| Managing Director | Joseph S. Bonocore |
| Managing Director | Ana Capella Gomez-Acebo |
| Managing Director | John C. Wilmot |
| Managing Director and Assistant Secretary | Richard Madsen |
| Vice President | William T. Williams Jr. |
| Vice President and Assistant General Counsel | Judah Shechter |
| Vice President and Assistant General Counsel | Elizabeth De Guzman |

Directors (1)

Ina R. Drew
John C. Wilmot

-
- (1) Each of whom is a United States citizen whose principal occupation is employee and/or officer of JPMorgan Chase & Co. Business address is c/o J.P. Morgan Partners, LLC, 270 Park Avenue, New York, New York 10017.

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SCHEDULE B

JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

Executive Officers (1)

| | |
|---|---------------------|
| President and Chief Executive Officer | James Dimon |
| Chief Administrative Officer | Frank Bisignano |
| Co-Chief Executive Officer, Investment Bank | Steven D. Black |
| Chief Financial Officer | Michael J. Cavanagh |
| Director of Human Resources | John J. Bradley |
| Chief Investment Officer | Ina R. Drew |

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| | |
|---|----------------------|
| General Counsel | Stephen M. Cutler |
| Head, Commercial Banking | Samuel Todd Maclin |
| Head, Strategy and Business Development | Jay Mandelbaum |
| Chief Executive Officer, Treasury & Securities Services | Heidi Miller |
| Head, Retail Financial Services | Charles W. Scharf |
| Chief Executive Officer, Card Services | Richard J. Srednicki |
| Global Head, Asset & Wealth Management | James E. Staley |
| Co-Chief Executive Officer, Investment Bank | William T. Winters |

(1) Each of whom is a United States citizen whose principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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Directors(1)

| Name | Principal Occupation or Employment; Business or Residence Address |
|----------------------|--|
| Steven D. Black | Co-Chief Executive Officer, Investment Bank JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Frank J. Bisignano | Chief Administrative Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James Dimon | President and Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017] |
| Michael J. Cavanaugh | Chief Financial Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Charles W. Scharf | Global Head of Retail Financial Services JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James E. Staley | Global Head, Asset & Wealth Management JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |

(1) Each of whom is a United States citizen.

JPMORGAN CHASE & CO.

Executive Officers(1)

| | |
|---|----------------------|
| President and Chief Executive Officer | James Dimon |
| Chief Administrative Officer | Frank Bisignano |
| Co-Chief Executive Officer, Investment Bank | Steven D. Black |
| Chief Financial Officer | Michael J. Cavanagh |
| Director of Human Resources | John J. Bradley |
| Chief Investment Officer | Ina R. Drew |
| General Counsel | Stephen M. Cutler |
| Head, Commercial Banking | Samuel Todd Maclin |
| Head, Strategy and Business Development | Jay Mandelbaum |
| Chief Executive Officer, Treasury & Securities Services | Heidi Miller |
| Head, Retail Financial Services | Charles W. Scharf |
| Chief Executive Officer, Card Services | Richard J. Srednicki |
| Global Head, Asset & Wealth Management | James E. Staley |
| Co-Chief Executive Officer, Investment Bank | William T. Winters |

 (1) Each of whom is a United States citizen whose principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017

Directors(1)

| Name | Principal Occupation or Employment; Business or Residence Address |
|--------------------|---|
| John H. Biggs | Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Crandall C. Bowles | Chairman and Chief Executive Officer Spring Global US, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Stephen B. Burke | President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James S. Crown | President Henry Crown and Company |

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c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

James Dimon

Chief Executive Officer
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ellen V. Futter

President and Trustee
American Museum of Natural History
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

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William H. Gray, III

Retired President and Chief
Executive Officer
The College Fund/UNCF
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Laban P. Jackson, Jr.

Chairman and Chief Executive Officer
Clear Creek Properties, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Lee R. Raymond

Chairman of the Board and Chief
Executive Officer
Exxon Mobil Corporation
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

John W. Kessler

Owner
John W. Kessler Company
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Robert I. Lipp

Chairman
The St. Paul Travelers Companies,
Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Richard A. Monoogian

Chairman and Chief Executive Officer

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Masco Corporation
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

David C. Novak

Chairman and Chief Executive Officer
Yum! Brands, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

William C. Weldon

Chairman and Chief Executive Officer
Johnson & Johnson
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

(1) Each of whom is a United States citizen.

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SCHEDULE D

LABMORGAN CORPORATION

Executive Officers(1)

| | |
|------------------------|--------------------------|
| Jeffrey C. Walker | President |
| Arnold L. Chavkin | Chief Investment Officer |
| Srinivas Akkaraju | Managing Director |
| Christopher Albinson | Managing Director |
| Dr. Dana Beth Ardi | Managing Director |
| Christopher C. Behrens | Managing Director |
| John Breckenridge | Managing Director |
| Carty Chock | Managing Director |
| Julie Casella-Esposito | Managing Director |
| Rodney A. Ferguson | Managing Director |
| Michael Hannon | Managing Director |
| Tom Horn | Managing Director |
| Mathew Lori | Managing Director |
| Jonathan R. Lynch | Managing Director |
| Stephen McKenna | Managing Director |
| Sunil Mishra | Managing Director |
| Stephen P. Murray | Managing Director |
| Kevin O'Brien | Managing Director |
| Timothy Purcell | Managing Director |
| John Reardon | Managing Director |
| Faith Rosenfeld | Managing Director |
| Shahan D. Soghikian | Managing Director |
| William Stuek | Managing Director |
| Lauren Tyler | Managing Director |
| Timothy Walsh | Managing Director |
| Richard D. Waters, Jr. | Managing Director |
| Damion E. Wicker, M.D. | Managing Director |

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Sole Director (1)

Jeffrey C. Walker

(1) Each of whom is a United States citizen whose principal occupation is employee and/or officer of CCMP Capital Advisors, LLC and business address is 245 Park Avenue, New York, New York 10167, other than Tom Horn who is an employee of JPMorgan Chase & Co. and has a business address of 270 Park Avenue, New York, New York 10017.

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EXHIBIT 8

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of MarketAxess Holdings Inc. beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby executed this agreement on February 13th, 2007.

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager),
Inc., its General Partner

By: /s/John C. Wilmot

Name: John C. Wilmot
Title: Managing Director

LABMORGAN CORPORATION

By: /s/Tom Horn

Name: Tom Horn
Title: Managing Director

