SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] WARSHAW ROBERT J	2. Issuer Name **and** Ticker or Trading Symbol Tradeweb Markets Inc. [TW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)
TRADEWEB MARKETS INC.
1177 AVENUE OF THE AMERICAS

(Street)
NEW YORK   NY   10036

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	04/15/2020		M[(1)]		16,000	A	$20.59	81,115[(2)]	D	
Class A common stock	04/15/2020		S[(1)]		2,675	D	$48.7153[(3)]	78,440[(2)]	D	
Class A common stock	04/15/2020		S[(1)]		2,500	D	$49.966[(4)]	75,940[(2)]	D	
Class A common stock	04/15/2020		S[(1)]		4,883	D	$50.9305[(5)]	71,057[(2)]	D	
Class A common stock	04/15/2020		S[(1)]		5,548	D	$51.7211[(6)]	65,509[(2)]	D	
Class A common stock	04/15/2020		S[(1)]		394	D	$52.4908[(7)]	65,115[(2)]	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$20.59	04/15/2020		M[(1)]			16,000	[(8)]	10/26/2028	Class A common stock	16,000	$0	260,270	D	

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2019.

2. This amount includes (i) 24,628 unvested restricted stock units ("RSUs") in respect of the issuer's Class A common stock ("Class A Common Stock") which are scheduled to vest on January 1, 2021, (ii) 22,004 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2022, and (iii) 10,483 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on each of the first, second and third anniversaries of March 17, 2020, in each case subject to the reporting person's continued employment through the applicable vesting date.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $48.22 to $49.18, inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes 3, 4, 5, 6 and 7 of this Form 4.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $49.43 to $50.40, inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $50.43 to $51.41, inclusive.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $51.44 to $52.41, inclusive.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $52.44 to $52.57, inclusive.

8. This option is fully vested and exercisable as of the date hereof.

/s/ Scott Zucker, Attorney-in-Fact for Robert Warshaw   04/16/2020

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.