
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 14, 2022**

Tradeweb Markets Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-38860

(Commission
File Number)

83-2456358

(I.R.S. Employer
Identification No.)

**1177 Avenue of the Americas
New York, New York**

(Address of Principal Executive Offices)

10036

(Zip Code)

Registrant's telephone number, including area code: **(646) 430-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.00001	TW	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 14, 2022, the Compensation Committee of the Board of Directors (the “Board”) of Tradeweb Markets Inc. (the “Company”) approved a grant to Lee Olesky, Chief Executive Officer and Chairman of the Board, of restricted stock units with a grant date fair value of \$5.5 million under the 2019 Omnibus Equity Incentive Plan (the “RSUs”). The RSUs would typically have been awarded in March 2023 and are based on fiscal year 2022 performance. The Company has historically granted Mr. Olesky and other executive officers equity awards in March of each year, based on the Company’s and the executive’s performance for the prior year. This award was granted three months earlier to align with timing of his retirement as Chief Executive Officer at the end of 2022. The RSUs will be subject to the same terms and conditions as prior RSU grants to Mr. Olesky, including the treatment of the RSUs in connection with his retirement. The RSUs will vest annually over three years (one-third per year) on the first, second and third anniversaries of January 1, 2023.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Exhibit Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

Date: December 19, 2022

TRADEWEB MARKETS INC.

By: /s/ Douglas Friedman

Name: Douglas Friedman

Title: General Counsel