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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**TRADEWEB MARKETS INC.**

(Exact name of registrant as specified in its charter)

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

**83-2456358**  
(I.R.S. employer  
identification number)

**1177 Avenue of the Americas  
New York, New York 10036  
(646) 430-6000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Amended and Restated Tradeweb Markets Inc. PRSU Plan**  
(Full title of the Plans)

**Lee Olesky  
Chief Executive Officer  
Tradeweb Markets Inc.  
1177 Avenue of the Americas  
New York, New York 10036  
(646) 430-6000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Class A Common Stock, \$0.00001 par value per share	30,000(2)	\$93.835 (3)	\$2,815,050.00	\$261.00

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this registration statement on Form S-8 (the “*Registration Statement*”) shall cover any additional shares of Tradeweb Markets Inc.’s outstanding shares of Class A common stock, par value \$0.00001 per share (the “*Common Stock*”), that become issuable under the registrant’s Amended and Restated Tradeweb Markets Inc. PRSU Plan (the “*PRSU Plan*”) by reason of any stock dividend, stock split, reclassification, recapitalization, spin-off or any other similar transaction that results in an increase in the number of shares of Common Stock.
- (2) Represents the number of shares of Common Stock that may be issued with respect to dividend equivalent rights related to restricted stock units granted pursuant to the PRSU Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) promulgated under the Securities Act. The proposed maximum offering price per share is based upon the average of the high and low prices of the Common Stock on December 17, 2021, as reported on the Nasdaq Global Select Market.

**EXPLANATORY NOTE**

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 with respect to the PRSU Plan (Registration No. 333-232186), filed with the Securities and Exchange Commission (the “*Commission*”) on June 18, 2019, including the information contained therein, is hereby incorporated by reference in this Registration Statement, except that the information contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

**PART I**

The documents containing the information specified in Part I of Form S-8 will be sent or given to plan participants as specified in Rule 428(b)(1) promulgated by the Commission under the Securities Act of 1933, as amended (the “*Securities Act*”). Such documents are not required to be filed with the Commission but constitute (along with the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference

The following documents, which have been filed with the Commission by the Registrant, are incorporated by reference in this Registration Statement:

- The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on [February 25, 2021](#).
- The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2021, June 30, 2021, and September 30, 2021, filed with the Commission on [April 30, 2021](#), [July 30, 2021](#), and [October 29, 2021](#), respectively.
- The Registrant's Current Reports on Form 8-K, filed with the Commission on [February 10, 2021](#) (excluding the information appearing in Item 7.01, and Exhibit 99.1, thereof), [March 12, 2021](#) (excluding the information appearing in Item 7.01, and Exhibit 99.1, thereof), [May 17, 2021](#), [June 29, 2021](#) (excluding the information appearing in Item 7.01, and Exhibit 99.1, thereof), and [August 30, 2021](#) (excluding the information appearing in Item 7.01, and Exhibit 99.1, thereof).

- The description of the Registrant’s Common Stock, which is registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), contained in the Registration Statement on Form 8-A filed with the Commission on April 4, 2019, which incorporates by reference the description of the Common Stock contained in the Registration Statement on Form S-1 (File No. 333-230115) (originally filed with the Commission on March 7, 2019), as amended, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in any document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed incorporated document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

INDEX TO EXHIBITS

Exhibit No.	Exhibit Description
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Tradeweb Markets Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on April 9, 2019).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Tradeweb Markets Inc. (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on April 9, 2019).</u></a>
4.3	<a href="#"><u>Specimen Common Stock Certificate of Tradeweb Markets Inc. (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant’s Registration Statement on Form S-1 filed on April 2, 2019).</u></a>
4.4	<a href="#"><u>Amended and Restated Tradeweb Markets Inc. PRSU Plan (incorporated by reference to Exhibit 10.9 to the Registrant’s Quarterly Report on Form 10-Q filed on May 20, 2019).</u></a>
5.1	* <a href="#"><u>Opinion of Fried, Frank, Harris, Shriver &amp; Jacobson LLP.</u></a>
23.1	* <a href="#"><u>Consent of Deloitte &amp; Touche LLP.</u></a>

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- 23.2 \* [Consent of PricewaterhouseCoopers LLP.](#)
  - 23.3 \* [Consent of Fried, Frank, Harris, Shriver & Jacobson LLP \(included in Exhibit 5.1\).](#)
  - 24.1 \* [Power of Attorney \(included on signature page hereto\).](#)

\* Filed herewith.

Item 9. Undertakings

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of New York, State of New York, on this December 20, 2021.

TRADEWEB MARKETS INC.

By: /s/ Douglas Friedman

**Name: Douglas Friedman**

**Title: *General Counsel***

## POWER OF ATTORNEY

KNOW ALL PEOPLE BY THESE PRESENTS, that each person whose signature appears below hereby appoints Lee Olesky, Sara Furber and Douglas Friedman and each of them severally, acting alone and without the other, his/her true and lawful attorney-in-fact with full power of substitution or re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to sign any and all additional registration statements relating to the same offering of securities of this Registration Statement that are filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Lee Olesky</u> Lee Olesky	Chief Executive Officer (Principal Executive Officer) and Director	December 20, 2021
<u>/s/ Sara Furber</u> Sara Furber	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 20, 2021
<u>/s/ Balbir Bakhshi</u> Balbir Bakhshi	Director	December 20, 2021
<u>/s/ Steven Berns</u> Steven Berns	Director	December 20, 2021
<u>/s/ Martin Brand</u> Martin Brand	Director	December 20, 2021
<u>/s/ John G. Finley</u> John G. Finley	Director	December 20, 2021
<u>/s/ Scott C. Ganeles</u> Scott C. Ganeles	Director	December 20, 2021
<u>/s/ Von Hugues</u> Von Hughes	Director	December 20, 2021
<u>/s/ William Hult</u> William Hult	Director	December 20, 2021

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/s/ Paula B. Madoff  
Paula B. Madoff

Director

December 20, 2021

/s/ Thomas Pluta  
Thomas Pluta

Director

December 20, 2021

/s/ Murray Roos  
Murray Roos

Director

December 20, 2021



[Letterhead of Fried, Frank, Harris, Shriver &amp; Jacobson LLP]

December 20, 2021

Tradeweb Markets Inc.  
1177 Avenue of the Americas  
New York, NY 10036

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Tradeweb Markets Inc., a Delaware corporation (the "*Company*"), in connection with the Company's Registration Statement on Form S-8 (together with any amendments thereto, the "*Registration Statement*") filed with the Securities and Exchange Commission (the "*Commission*") under the Securities Act of 1933, as amended (the "*Securities Act*"), relating to the registration of an aggregate of 30,000 shares of the Company's Class A common stock, par value \$0.00001 per share (the "*Shares*"), issuable under the Amended and Restated Tradeweb Markets Inc. PRSU Plan (the "*Plan*"). With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined the originals or certified, conformed, electronic or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents and (iii) received such information from officers and representatives of the Company and others as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed, electronic or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares registered pursuant to the Registration Statement to be issued by the Company have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, as applicable, and the applicable award agreement, for consideration in an amount at least equal to the par value of such Shares, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the applicable provisions of the General Corporation Law of the State of Delaware, as currently in effect, and no opinion is expressed with respect to any other laws or any effect that such other laws may have on the opinion expressed herein. The opinion expressed herein is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. We undertake no responsibility to update or supplement this letter after the effectiveness of the Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Fried, Frank, Harris, Shriver &amp; Jacobson LLP

FRIED, FRANK, HARRIS, SHRIVER &amp; JACOBSON LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2021, relating to the consolidated financial statements of Tradeweb Markets Inc. (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

New York, New York  
December 20, 2021

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Tradeweb Markets Inc. of our report dated December 17, 2018, except for the impact of the amendment to the LLC agreement discussed in Note 1 to the consolidated financial statements, as to which the date is May 20, 2019, relating to the financial statements, which appears in Tradeweb Markets Inc's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP  
New York, New York  
December 20, 2021