

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>Olesky Lee</u>  (Last) (First) (Middle) TRADEWEB MARKETS INC. 1177 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tradeweb Markets Inc. [ TW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/15/2022		A <sup>(1)</sup>		85,656	A	\$0	315,820 <sup>(2)</sup>	D	
Class A common stock								20,000	I	See footnote <sup>(3)</sup>

**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)		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)					

**Explanation of Responses:**

- The reported transaction is an award of restricted stock units ("RSUs") in respect of the issuer's Class A common stock ("Class A Common Stock"). The RSUs are scheduled to vest in equal installments on each of the first, second and third anniversaries of January 1, 2023.
- This amount includes (i) 17,151 RSUs in respect of Class A Common Stock which are scheduled to vest on March 17, 2023, (ii) 102,906 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2023, (iii) 19,777 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on each of March 15, 2023 and March 15, 2024, (iv) 59,330 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2024, and (v) 31,000 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 15, 2022. The Company announced on February 16, 2022 that Mr. Olesky had given notice of his retirement effective as of December 31, 2022. Each award disclosed herein will continue to vest in accordance with its vesting terms per the retirement provisions of each grant agreement.
- The reporting person owns these securities through The Lee Olesky 2019 Family Trust U/A/D March 21, 2019 ("The Family Trust"). The reporting person and his wife, as the co-trustees of The Family Trust, share the power to vote and invest the securities, but each disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein.

**Remarks:**

/s/ Douglas Friedman,  
Attorney-in-Fact for Lee 12/19/2022  
Olesky

\*\* 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.

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