

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Bruni Enrico</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Managing Director, Europe/Asia</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	02/05/2021		A		32,158 <sup>(1)</sup>	A	\$0	115,392 <sup>(2)</sup>	D	
Class A common stock	02/09/2021		M <sup>(3)</sup>		119,710	A	\$20.59	235,102 <sup>(2)</sup>	D	
Class A common stock	02/09/2021		S <sup>(3)</sup>		142,861	D	\$67.6621 <sup>(4)</sup>	92,241 <sup>(2)</sup>	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					
Stock Option (Right to Buy)	\$20.59	02/09/2021		M <sup>(3)</sup>			119,710	(5)	10/26/2028	Class A common stock	\$0	119,710	D	

Explanation of Responses:

- The reported transaction reflects the acquisition of performance-based restricted stock units ("RSUs") in respect of the issuer's Class A common stock ("Class A Common Stock") that were granted to the reporting person on March 17, 2020, subject to the achievement of certain performance goals in respect of calendar year 2020. Those performance goals were deemed achieved at the maximum performance level on February 5, 2021. These RSUs remain unvested and are scheduled to vest on January 1, 2023, subject to the reporting person's continued employment through such date.
- This amount includes (i) 44,004 unvested RSUs in respect of the issuer's Class A Common Stock which are scheduled to vest on January 1, 2022, (ii) 16,079 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, and (iii) 32,158 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2023, in each case subject to the reporting person's continued employment through the applicable vesting date.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.50 to \$67.90, 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 ranges set forth in this footnote 4.
- The option is fully vested and exercisable as of the date hereof.

/s/ Scott Zucker, Attorney-in-Fact for Enrico Bruni 02/09/2021

\*\* 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.