

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Hult William</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>03/15/2024</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	03/15/2024		A <sup>(1)</sup>		35,034	A	\$0	246,425 <sup>(2)</sup>	D	
Class A common stock	03/18/2024		F <sup>(3)</sup>		17,317	D	\$103.82	229,108 <sup>(2)</sup>	D	
Class A common stock	03/18/2024		A <sup>(4)</sup>		190	A	\$0	229,298 <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)
						Date Exercisable	Expiration Date					

**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"). Subject to the reporting person's continued employment through the applicable vesting date, these RSUs are scheduled to vest in equal installments on each of the first, second and third anniversaries of March 15, 2024.
- This amount includes (i) 8,654 unvested RSUs in respect of Class A Common Stock that are scheduled to vest on March 15, 2025, (ii) 31,268 unvested RSUs in respect of Class A Common Stock that are scheduled to vest on January 1, 2025, (iii) 28,752 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on March 15, 2025 and March 15, 2026, (iv) 78,191 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2026, and (v) 35,034 unvested RSUs in respect of Class A Common Stock that are scheduled to vest in equal installments on March 15, 2025, March 15, 2026 and March 15, 2027, in each case, subject to the reporting person's continued employment through the applicable vesting date.
- Represents shares withheld by the issuer to satisfy the tax withholding obligation associated with the settlement of RSUs in respect of of Class A Common Stock held by the reporting person.
- Represents shares of Class A Common Stock acquired in connection with the settlement of certain dividend equivalent rights (the "DERs"). The DERs were granted in connection with previously awarded RSUs, and settled in shares of Class A Common Stock in connection with the settlement of the RSUs to which they relate.

**Remarks:**

/s/ Douglas Friedman,  
Attorney-in-Fact for William Hult 03/19/2024  
Hult

\*\* 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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