SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average t	ourden
hours per response:	0.5

 Obligations mag Instruction 1(b) 	y continue. See		Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	4	hours per resp	ponse: 0.5
	,		or Section 30(h) of the Investment Company Act of 1940	••		
1. Name and Addr	•	ng Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Tradeweb Markets Inc.</u> [TW]	5. Relationship of (Check all applica Director	ble)	on(s) to Issuer 10% Owner Other (specify
(Last) (First) (Min		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	below)		below)
TRADEWEB MARKETS INC.			04/09/2020	Managin	g Director, E	urope/Asia
1177 AVENUE	E OF THE A	MERICAS				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joi Line)	nt/Group Filing	(Check Applicable
(Street) NEW YORK NY 10036		10036		X Form file	by One Reporting Person	
		10000		Form file Person	d by More than	One Reporting
(City)	(State)	(Zip)				
		Table I - Non-D	Derivative Securities Acquired, Disposed of, or Bene	eficially Owned		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Class A common stock	04/09/2020		S ⁽¹⁾		13,707	D	\$50.4983 ⁽²⁾	108,594 ⁽³⁾	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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti	of Expiration Date (Month/Day/Year) Securities Acquired A) or Disposed		Expiration Date Amount of		unt of rities rlying ative rity (Instr.	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2019.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.925, 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.

3. This amount includes (i) 42,218 unvested restricted stock units ("RSUs") in respect of the issuer's Class A common stock ("Class A Common Stock") which are scheduled to vest on January 1, 2021, (ii) 44,004 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2022, and (iii) 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, in each case subject to the reporting person's continued employment through the applicable vesting date.

/s/ Scott Zucker, Attorney-in-	04/13/2020
Fact for Enrico Bruni	04/13/2020

** 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See