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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2025
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-38860

TRADEWEB MARKETS INC.

(Exact name of registrant as specified in its charter)

Delaware	**83-2456358**
(State of other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1177 Avenue of the Americas **New York, New York**	**10036**
(Address of principal executive offices)	(Zip Code)

(646) 430-6000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.00001	TW	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

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	☒	Accelerated filer	☐	Non-accelerated filer	☐
Smaller reporting company	☐	Emerging growth company	☐		

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 13(a) of the Exchange Act.☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Class of Stock	Shares Outstanding as of April 23, 2025
Class A Common Stock, par value $0.00001 per share	116,443,381
Class B Common Stock, par value $0.00001 per share	96,933,192
Class C Common Stock, par value $0.00001 per share	18,000,000
Class D Common Stock, par value $0.00001 per share	5,062,538

TRADEWEB MARKETS INC.

FORM 10-Q FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2025

TABLE OF CONTENTS

INTRODUCTORY NOTE

The financial statements and other disclosures contained in this report include those of Tradeweb Markets Inc., which is the registrant, and those of its consolidating subsidiaries, including Tradeweb Markets LLC, which became the principal operating subsidiary of Tradeweb Markets Inc. on April 4, 2019 in a series of reorganization transactions (the “Reorganization Transactions”) that were completed in connection with Tradeweb Markets Inc.’s initial public offering (the “IPO”), which closed on April 8, 2019.

As a result of the Reorganization Transactions completed in connection with the IPO, Tradeweb Markets Inc. became a holding company whose only material assets consist of its equity interest in Tradeweb Markets LLC and related deferred tax assets. As the sole manager of Tradeweb Markets LLC, Tradeweb Markets Inc. operates and controls all of the business and affairs of Tradeweb Markets LLC and, through Tradeweb Markets LLC and its subsidiaries, conducts its business. As a result of this control, and because Tradeweb Markets Inc. has a substantial financial interest in Tradeweb Markets LLC, Tradeweb Markets Inc. consolidates the financial results of Tradeweb Markets LLC and its subsidiaries.

As used in this Quarterly Report on Form 10-Q, unless the context otherwise requires, references to:

- “We,” “us,” “our,” the “Company,” “Tradeweb” and similar references refer: (i) on or prior to the completion of the Reorganization Transactions to Tradeweb Markets LLC, which we refer to as “TWM LLC,” and, unless otherwise stated or the context otherwise requires, all of its subsidiaries and any predecessor entities, and (ii) following the completion of the Reorganization Transactions to Tradeweb Markets Inc., and, unless otherwise stated or the context otherwise requires, its subsidiaries, including TWM LLC and all of its subsidiaries, and any predecessor entities.

- “Bank Stockholders” refer collectively to entities affiliated with the following clients: Barclays Capital Inc., BofA Securities, Inc. (a subsidiary of Bank of America Corporation), Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, RBS Securities Inc., UBS Securities LLC and Wells Fargo Securities, LLC, which, prior to the completion of the IPO, collectively held a 46% ownership interest in Tradeweb. Subsequent to August 2022, there were no LLC Interests (as defined below) held by Bank Stockholders.

- “Continuing LLC Owners” refer collectively to (i) those Original LLC Owners (as defined below), including an indirect subsidiary of Refinitiv (as defined below), certain of the Bank Stockholders and members of management, that continued to own LLC Interests after the completion of the IPO and Reorganization Transactions and that received shares of our Class C common stock, shares of our Class D common stock or a combination of both, as the case may be, in connection with the completion of the Reorganization Transactions, (ii) any subsequent transferee of any Original LLC Owner that has executed a joinder agreement to TWM LLC’s limited liability company agreement (the “TWM LLC Agreement”) and (iii) solely with respect to the Tax Receivable Agreement (as defined below), (x) those Original LLC Owners, including certain of the Bank Stockholders, that disposed of all of their LLC Interests for cash in connection with the IPO and (y) any party that has executed a joinder agreement to the Tax Receivable Agreement in accordance with the Tax Receivable Agreement.

- “Investor Group” refer to certain investment funds affiliated with The Blackstone Group Inc. (f/k/a The Blackstone Group L.P.), an affiliate of Canada Pension Plan Investment Board, an affiliate of GIC Special Investments Pte. Ltd. and certain co-investors, which prior to the LSEG Transaction (as defined below) collectively held indirectly a 55% ownership interest in Refinitiv.

- “LLC Interests” refer to the single class of common membership interests of TWM LLC. LLC Interests, other than those held directly or indirectly by Tradeweb Markets Inc., are redeemable or exchangeable in accordance with the TWM LLC Agreement for shares of Class A common stock or Class B common stock, as the case may be, on a one-for-one basis. References to LLC Interests held by Tradeweb Markets Inc. and comparable terminology refer to LLC Interests held by Tradeweb Markets Inc. directly as well as indirectly through direct, wholly-owned subsidiaries of Tradeweb Markets Inc. (which are holding companies with no independent operations).

- “LSEG Transaction” refer to the acquisition of the Refinitiv business by LSEG (as defined below), in an all share transaction, which closed on January 29, 2021. The Refinitiv business was rebranded by LSEG as LSEG Data & Analytics during the fourth quarter of 2023.

- “LSEG” refer to London Stock Exchange Group plc, and unless otherwise stated or the context otherwise requires, all of its direct and indirect subsidiaries, including Refinitiv.

- “Original LLC Owners” refer to the owners of TWM LLC prior to the Reorganization Transactions.
- “Refinitiv,” prior to the LSEG Transaction, refer to Refinitiv Holdings Limited, and unless otherwise stated or the context otherwise requires, all of its direct and indirect subsidiaries, and subsequent to the LSEG Transaction, refer to Refinitiv Parent Limited, and unless otherwise stated or the context otherwise requires, all of its subsidiaries. Refinitiv owns substantially all of the former financial and risk business of Thomson Reuters (as defined below), including, prior to and following the completion of the Reorganization Transactions, an indirect majority ownership interest in Tradeweb, and was controlled by the Investor Group prior to the LSEG Transaction.
- “Refinitiv Transaction” refer to the transaction pursuant to which Refinitiv indirectly acquired on October 1, 2018 substantially all of the financial and risk business of Thomson Reuters and Thomson Reuters indirectly acquired a 45% ownership interest in Refinitiv.
- “Thomson Reuters” or “TR” refer to Thomson Reuters Corporation, which prior to the LSEG Transaction indirectly held a 45% ownership interest in Refinitiv.

Numerical figures included in this Quarterly Report on Form 10-Q have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in various tables may not be arithmetic aggregations of the figures that precede them. In addition, we round certain percentages presented in this Quarterly Report on Form 10-Q to the nearest whole number. As a result, figures expressed as percentages in the text may not total 100% or, when aggregated, may not be the arithmetic aggregation of the percentages that precede them.

USE OF NON-GAAP FINANCIAL MEASURES

This Quarterly Report on Form 10-Q contains “non-GAAP financial measures,” which are financial measures that are not calculated and presented in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

The Securities and Exchange Commission (“SEC”) has adopted rules to regulate the use of non-GAAP financial measures in filings with the SEC and in other public disclosures. These rules govern the manner in which non-GAAP financial measures are publicly presented and require, among other things:

- a presentation with equal or greater prominence of the most comparable financial measure or measures calculated and presented in accordance with GAAP; and
- a statement disclosing the purposes for which the registrant’s management uses the non-GAAP financial measure.

Specifically, we make use of the non-GAAP financial measures “Free Cash Flow,” “Adjusted EBITDA,” “Adjusted EBITDA margin,” “Adjusted EBIT,” “Adjusted EBIT margin,” “Adjusted Net Income” and “Adjusted Diluted EPS,” as well as the change in revenue, Adjusted EBITDA margin and Adjusted EBIT margin on a constant currency basis, in evaluating our historical results and future prospects. For the definition of Free Cash Flow and a reconciliation to cash flow from operating activities, its most directly comparable financial measure presented in accordance with GAAP, see Part I, Item 2. – “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures.” For the definitions of Adjusted EBITDA, Adjusted EBIT and Adjusted Net Income and reconciliations to net income and net income attributable to Tradeweb Markets Inc., as applicable, their most directly comparable financial measures presented in accordance with GAAP, see Part I, Item 2. – “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures.” For the definition of constant currency revenue change, see Part I, Item 2. – “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations.” Adjusted EBITDA margin and Adjusted EBIT margin are defined as Adjusted EBITDA and Adjusted EBIT, respectively, divided by revenue for the applicable period. For the definition of constant currency change in Adjusted EBITDA margin and Adjusted EBIT margin, see Part I, Item 2. – “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures.” Adjusted Diluted EPS is defined as Adjusted Net Income divided by the diluted weighted average number of shares of Class A common stock and Class B common stock outstanding for the applicable period (including the effect of potentially dilutive securities determined using the treasury stock method), plus the weighted average number of other participating securities reflected in earnings per share using the two-class method, plus the assumed full exchange of all outstanding LLC Interests held by non-controlling interests for shares of Class A common stock or Class B common stock.

We present Free Cash Flow because we believe it is a useful indicator of liquidity that provides information to management and investors about the amount of cash generated from our core operations after non-acquisition related expenditures for capitalized software development costs and furniture, equipment and leasehold improvements.

We present Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT and Adjusted EBIT margin because we believe they assist investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. Management and our board of directors use Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT and Adjusted EBIT margin to assess our financial performance and believe they are helpful in highlighting trends in our core operating performance, while other measures can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which we operate and capital investments. Further, our executive incentive compensation program is based in part on components of Adjusted EBITDA and Adjusted EBITDA margin.

We use constant currency measures as supplemental metrics to evaluate our underlying performance between periods by removing the impact of foreign currency fluctuations. We believe that providing certain percentage changes on a constant currency basis provide useful comparisons of our performance and trends between periods.

We use Adjusted Net Income and Adjusted Diluted EPS as supplemental metrics to evaluate our business performance in a way that also considers our ability to generate profit without the impact of certain items. Each of the normal recurring adjustments and other adjustments described in the definition of Adjusted Net Income helps to provide management with a measure of our operating performance over time by removing items that are not related to day-to-day operations or are non-cash expenses.

Free Cash Flow, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT, Adjusted EBIT margin, Adjusted Net Income, Adjusted Diluted EPS and constant currency measures have limitations as analytical tools, and you should not consider such measures either in isolation or as substitutes for analyzing our results as reported under GAAP. Some of these limitations include the following:

- Free Cash Flow, Adjusted EBITDA, Adjusted EBIT, Adjusted Net Income and Adjusted Diluted EPS do not reflect every expenditure, future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA, Adjusted EBIT, Adjusted Net Income and Adjusted Diluted EPS do not reflect changes in our working capital needs;
- Adjusted EBITDA and Adjusted EBIT do not reflect any interest income or expense, or the amounts necessary to service interest or principal payments on any debt obligations;
- Adjusted EBITDA and Adjusted EBIT do not reflect income tax expense, which is a necessary element of our costs and ability to operate;
- although depreciation and amortization are eliminated in the calculation of Adjusted EBITDA, and the depreciation and amortization related to acquisitions and the Refinitiv Transaction are eliminated in the calculation of Adjusted EBIT, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA and Adjusted EBIT do not reflect any costs of such replacements;
- Adjusted EBITDA, Adjusted EBIT, Adjusted Net Income and Adjusted Diluted EPS do not reflect the noncash component of certain employee stock-based compensation expense and associated payroll taxes;
- Adjusted EBITDA, Adjusted EBIT, Adjusted Net Income and Adjusted Diluted EPS do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative, on a recurring basis, of our ongoing operations;
- constant currency measures do not reflect the impact of foreign currency fluctuations; and
- other companies in our industry may calculate Free Cash Flow, Adjusted EBITDA, Adjusted EBIT, Adjusted Net Income, Adjusted Diluted EPS, constant currency measures or similarly titled measures differently than we do, limiting their usefulness as comparative measures.

We compensate for these limitations by relying primarily on our GAAP results and using Free Cash Flow, Adjusted EBITDA, Adjusted EBIT, Adjusted Net Income, Adjusted Diluted EPS and constant currency measures only as supplemental information.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). You can generally identify forward-looking statements by our use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “projection,” “seek,” “should,” “will” or “would,” or the negative thereof or other variations thereon or comparable terminology. In particular, statements about the markets in which we operate, including our expectations about market trends, our market opportunity and the growth of our various markets, our expansion into new markets, any pending or closed acquisitions or other strategic transactions, any potential tax savings we may realize as a result of our organizational structure, our dividend policy, our share repurchase program and our expectations, beliefs, plans, strategies, objectives, prospects or assumptions regarding future events, our performance or otherwise, contained in this Quarterly Report on Form 10-Q are forward-looking statements.

We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. These and other important factors may cause our actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements, or could affect our stock price.

Some of the factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include:

- changes in economic, political, social and market conditions and the impact of these changes on trading volumes;
- our failure to compete successfully;
- our failure to adapt our business effectively to keep pace with industry and technological changes;
- consolidation and concentration in the financial services industry;
- our dependence on dealer clients;
- design defects, errors, failures or delays with our platforms or solutions;
- our dependence on third parties for certain market data and certain key functions;
- our ability to implement our business strategies profitably;
- our ability to successfully integrate any acquisition or to realize benefits from any strategic alliances, partnerships, joint ventures or investments;
- our inability to maintain and grow the capacity of our trading platforms, systems and infrastructure;
- systems failures, interruptions, delays in services, cybersecurity incidents, catastrophic events and any resulting interruptions;
- inadequate protection of our intellectual property;
- extensive regulation of our industry;
- our ability to retain the services of our senior management team;
- limitations on operating our business and incurring additional indebtedness as a result of covenant restrictions under our $500.0 million senior unsecured revolving credit facility (the “2023 Revolving Credit Facility”) with Citibank, N.A., as administrative agent, and the other lenders party thereto;
- our dependence on distributions from TWM LLC to fund our expected dividend payments and to pay our taxes and expenses, including payments under the tax receivable agreement (the “Tax Receivable Agreement”) entered into in connection with the IPO;
- our ability to realize any benefit from our organizational structure;

- Refinitiv’s, and indirectly LSEG’s, control of us and our status as a controlled company; and
- other risks and uncertainties, including those listed under Part I, Item 1A. “Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2024 (the “2024 Form 10-K”), filed with the SEC and in other filings we may make from time to time with the SEC.

Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements contained in this Quarterly Report on Form 10-Q are not guarantees of future events or performance and future events, our actual results of operations, financial condition or liquidity, and the development of the industry and markets in which we operate, may differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. In addition, even if future events, our results of operations, financial condition or liquidity, and events in the industry and markets in which we operate, are consistent with the forward-looking statements contained in this Quarterly Report on Form 10-Q, they may not be predictive of events, results or developments in future periods.

Any forward-looking statement that we make in this Quarterly Report on Form 10-Q speaks only as of the date of such statement. Except as required by law, we do not undertake any obligation to update or revise, or to publicly announce any update or revision to, any of the forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Quarterly Report on Form 10-Q.

Investors and others should note that we announce material financial and operational information using our investor relations website, press releases, SEC filings and public conference calls and webcasts. Information about Tradeweb, our business and our results of operations may also be announced by posts on Tradeweb’s accounts on the following social media channels: Instagram, LinkedIn and X. The information that we post through these social media channels may be deemed material. As a result, we encourage investors, the media and others interested in Tradeweb to monitor these social media channels in addition to following our investor relations website, press releases, SEC filings and public conference calls and webcasts. These social media channels may be updated from time to time on our investor relations website.

PART I — FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

Tradeweb Markets Inc. and Subsidiaries
Condensed Consolidated Statements of Financial Condition
(dollars in thousands, except per share amounts)
(Unaudited)

	March 31, 2025	December 31, 2024
Assets		
Cash and cash equivalents	$ 1,306,455	$ 1,340,302
Restricted cash	1,000	1,000
Receivable from brokers and dealers and clearing organizations	135,760	67,805
Deposits with clearing organizations	102,048	54,702
Accounts receivable, net of allowance for credit losses of $288 and $447 at March 31, 2025 and December 31, 2024, respectively	271,505	222,268
Furniture, equipment, purchased software and leasehold improvements, net of accumulated depreciation and amortization	43,837	45,973
Lease right-of-use assets	29,813	33,550
Software development costs, net of accumulated amortization	288,368	296,721
Goodwill	3,150,112	3,150,112
Intangible assets, net of accumulated amortization	1,246,295	1,280,892
Receivable and due from affiliates	1,100	8,094
Deferred tax asset	660,722	659,203
Other assets	132,946	107,371
Total assets	$ 7,369,961	$ 7,267,993
Liabilities and Equity		
Liabilities		
Payable to brokers and dealers and clearing organizations	104,799	67,816
Accrued compensation	103,485	222,959
Deferred revenue	46,980	30,800
Accounts payable, accrued expenses and other liabilities	122,132	95,290
Lease liabilities	32,271	35,748
Payable and due to affiliates	574	763
Deferred tax liability	42,742	42,893
Tax receivable agreement liability	369,773	372,839
Total liabilities	822,756	869,108
Commitments and contingencies (Note 13)		
Equity		
Preferred stock, $0.00001 par value; 250,000,000 shares authorized; none issued or outstanding	—	—
Class A common stock, $0.00001 par value; 1,000,000,000 shares authorized; 116,439,381 and 115,977,551 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	1	1
Class B common stock, $0.00001 par value; 450,000,000 shares authorized; 96,933,192 and 96,933,192 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	1	1
Class C common stock, $0.00001 par value; 350,000,000 shares authorized; 18,000,000 and 18,000,000 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	—	—
Class D common stock, $0.00001 par value; 300,000,000 shares authorized; 5,066,538 and 5,073,538 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	—	—
Additional paid-in capital	4,821,151	4,813,408
Accumulated other comprehensive income (loss)	(1,811)	(9,981)
Retained earnings	1,119,572	996,763
Total stockholders' equity attributable to Tradeweb Markets Inc.	5,938,914	5,800,192
Non-controlling interests	608,291	598,693
Total equity	6,547,205	6,398,885
Total liabilities and equity	$ 7,369,961	$ 7,267,993

The accompanying notes are an integral part of these condensed consolidated financial statements.

Tradeweb Markets Inc. and Subsidiaries
Condensed Consolidated Statements of Income
(dollars in thousands, except per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2025	**2024**
Revenues		
Transaction fees and commissions	$ 421,344	$ 335,451
Subscription fees	55,777	49,681
LSEG market data fees	28,925	20,500
Other	3,631	3,107
Total revenue	**509,677**	**408,739**
Expenses		
Employee compensation and benefits	176,877	143,087
Depreciation and amortization	62,699	49,337
Technology and communications	28,728	21,310
General and administrative	19,740	10,854
Professional fees	12,458	11,800
Occupancy	5,074	4,673
Total expenses	305,576	241,061
Operating income	**204,101**	**167,678**
Interest income	13,849	21,060
Interest expense	(587)	(1,718)
Other income (loss), net	4,221	—
Income before taxes	**221,584**	**187,020**
Provision for income taxes	(53,279)	(43,638)
Net income	**168,305**	**143,382**
Less: Net income attributable to non-controlling interests	19,923	17,240
Net income attributable to Tradeweb Markets Inc.	**$ 148,382**	**$ 126,142**
Earnings per share attributable to Tradeweb Markets Inc. Class A and B common stockholders:		
Basic	$ 0.70	$ 0.59
Diluted	$ 0.69	$ 0.59
Weighted average shares outstanding:		
Basic	213,087,496	212,709,872
Diluted	214,895,418	214,660,853

The accompanying notes are an integral part of these condensed consolidated financial statements.

Tradeweb Markets Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(dollars in thousands)
(Unaudited)

	Three Months Ended March 31,	
	2025	2024
Net income	$ 168,305	$ 143,382
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments, with no tax benefit for each of the three months ended March 31, 2025 and 2024	5,964	(2,364)
Unrealized gain on available-for-sale debt security, net of tax expense of $58 for the three months ended March 31, 2025	3,092	—
Other comprehensive income (loss), net of tax	9,056	(2,364)
Comprehensive income	177,361	141,018
Less: Net income attributable to non-controlling interests	19,923	17,240
Less: Other comprehensive income (loss) attributable to non-controlling interests	885	(232)
Comprehensive income attributable to Tradeweb Markets Inc.	$ 156,553	$ 124,010

The accompanying notes are an integral part of these condensed consolidated financial statements.

Tradeweb Markets Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Equity
(dollars in thousands, except per share amounts)
(Unaudited)

	Tradeweb Markets Inc. Stockholders' Equity								
	Par Value								
	Class A Common Stock	Class B Common Stock	Class C Common Stock	Class D Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Non-Controlling Interests	Total Equity
Balance at December 31, 2024	$ 1	$ 1	$ —	$ —	$ 4,813,408	$ (9,981)	$ 996,763	$ 598,693	$ 6,398,885
Issuance of common stock from equity incentive plans	—	—	—	—	—	—	—	—	—
Tax receivable agreement liability and deferred taxes arising from LLC Interest ownership exchanges and the issuance of common stock from equity incentive plans	—	—	—	—	28,830	—	—	—	28,830
Adjustments to non-controlling interests	—	—	—	—	3,795	(1)	—	(3,794)	—
Distributions to non-controlling interests	—	—	—	—	—	—	—	(7,416)	(7,416)
Dividends ($0.12 per share)	—	—	—	—	—	—	(25,573)	—	(25,573)
Stock-based compensation expense	—	—	—	—	22,708	—	—	—	22,708
Payroll taxes paid for stock-based compensation	—	—	—	—	(47,590)	—	—	—	(47,590)
Net income	—	—	—	—	—	—	148,382	19,923	168,305
Other comprehensive income (loss)	—	—	—	—	—	8,171	—	885	9,056
Balance at March 31, 2025	$ 1	$ 1	$ —	$ —	$ 4,821,151	$ (1,811)	$ 1,119,572	$ 608,291	$ 6,547,205

The accompanying notes are an integral part of these condensed consolidated financial statements.

Tradeweb Markets Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Equity – (Continued)
(dollars in thousands, except per share amounts)
(Unaudited)

	Tradeweb Markets Inc. Stockholders' Equity								
	Par Value								
	Class A Common Stock	Class B Common Stock	Class C Common Stock	Class D Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Non-Controlling Interests	Total Equity
Balance at December 31, 2023	$ 1	$ 1	$ —	$ —	$ 4,738,758	$ (5,389)	$ 640,384	$ 557,651	$ 5,931,406
Issuance of common stock from equity incentive plans	—	—	—	—	2,807	—	—	—	2,807
Issuance of common stock for business acquisition	—	—	—	—	36,692	—	—	—	36,692
Tax receivable agreement liability and deferred taxes arising from LLC Interest ownership exchanges and the issuance of common stock from equity incentive plans	—	—	—	—	18,358	—	—	—	18,358
Adjustments to non-controlling interests	—	—	—	—	1,333	(3)	—	(1,330)	—
Distributions to non-controlling interests	—	—	—	—	—	—	—	(6,095)	(6,095)
Dividends ($0.10 per share)	—	—	—	—	—	—	(21,286)	—	(21,286)
Stock-based compensation expense	—	—	—	—	16,959	—	—	—	16,959
Payroll taxes paid for stock-based compensation	—	—	—	—	(43,832)	—	—	—	(43,832)
Net income	—	—	—	—	—	—	126,142	17,240	143,382
Other comprehensive income (loss)	—	—	—	—	—	(2,132)	—	(232)	(2,364)
Balance at March 31, 2024	$ 1	$ 1	$ —	$ —	$ 4,771,075	$ (7,524)	$ 745,240	$ 567,234	$ 6,076,027

The accompanying notes are an integral part of these condensed consolidated financial statements.

Tradeweb Markets Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(dollars in thousands)
(Unaudited)

	Three Months Ended March 31,	
	2025	**2024**
Cash flows from operating activities		
Net income	$ 168,305	$ 143,382
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	62,699	49,337
Stock-based compensation expense	22,187	16,402
Deferred taxes	9,610	8,118
Other (income) loss, net	(4,221)	—
(Increase) decrease in operating assets:		
Receivable from/payable to brokers and dealers and clearing organizations, net	(30,972)	(155)
Deposits with clearing organizations	(47,246)	(77,811)
Accounts receivable	(46,632)	(24,657)
Receivable and due from affiliates/payable and due to affiliates, net	6,604	(3,493)
Deferred tax asset as a result of transferable tax credit purchase	17,646	—
Other assets	(18,909)	1,477
Increase (decrease) in operating liabilities:		
Securities sold under agreements to repurchase	—	(21,612)
Accrued compensation	(121,644)	(85,330)
Deferred revenue	16,064	1,538
Accounts payable, accrued expenses and other liabilities	26,716	30,718
Net cash provided by operating activities	60,207	37,914
Cash flows from investing activities		
Cash paid for acquisitions, net of cash acquired	—	(89,224)
Cash paid for investments	—	(500)
Purchases of furniture, equipment, software and leasehold improvements	(1,645)	(6,589)
Capitalized software development costs	(13,172)	(10,678)
Net cash used in investing activities	(14,817)	(106,991)
Cash flows from financing activities		
Share repurchases pursuant to share repurchase programs	(844)	—
Proceeds from stock-based compensation exercises	—	2,807
Dividends	(25,573)	(21,286)
Distributions to non-controlling interests	(7,416)	(6,095)
Payroll taxes paid for stock-based compensation	(46,127)	(40,653)
Payments on tax receivable agreement liability	(3,066)	(25,543)
Net cash used in financing activities	(83,026)	(90,770)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	3,789	(1,740)
Net increase (decrease) in cash, cash equivalents and restricted cash	(33,847)	(161,587)
Cash, cash equivalents and restricted cash		
Beginning of period	1,341,302	1,707,468
End of period	$ 1,307,455	$ 1,545,881

The accompanying notes are an integral part of these condensed consolidated financial statements.

Tradeweb Markets Inc. and Subsidiaries
Consolidated Statements of Cash Flows - (Continued)
(dollars in thousands)
(Unaudited)

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Supplemental disclosure of cash flow information		
Income taxes paid, net of (refunds)	$ 11,863	$ 4,453
Cash paid for interest	$ 1,385	$ 1,242
Non-cash investing and financing activities		
Issuance of common stock for business acquisitions	$ —	$ 36,692
Furniture, equipment, software and leasehold improvement additions included in accounts payable	$ 964	$ 605
Withholding taxes payable relating to stock-based compensation settlements included in accrued compensation	$ 1,595	$ 3,356
Items arising from LLC Interest ownership changes:		
Establishment of liabilities under tax receivable agreement	$ —	$ —
Deferred tax asset	$ 28,830	$ 18,356

Reconciliation of cash, cash equivalents and restricted cash as shown on the statements of financial condition:	March 31, 2025	December 31, 2024
Cash and cash equivalents	$ 1,306,455	$ 1,340,302
Restricted cash	1,000	1,000
Cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 1,307,455	$ 1,341,302

The accompanying notes are an integral part of these condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

Tradeweb Markets Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Organization

Tradeweb Markets Inc. (the "Corporation") was incorporated as a Delaware corporation on November 7, 2018 to carry on the business of Tradeweb Markets LLC ("TWM LLC") following the completion of a series of reorganization transactions on April 4, 2019 (the "Reorganization Transactions"), in connection with Tradeweb Markets Inc.'s initial public offering (the "IPO"), which closed on April 8, 2019. Following the Reorganization Transactions, Refinitiv (as defined below) owned an indirect majority ownership interest in the Company (as defined below).

On January 29, 2021, London Stock Exchange Group plc ("LSEG") completed its acquisition of the Refinitiv business from a consortium, including certain investment funds affiliated with The Blackstone Group Inc. (f/k/a The Blackstone Group L.P.) ("Blackstone") as well as Thomson Reuters Corporation ("TR"), in an all share transaction (the "LSEG Transaction").

In connection with the LSEG Transaction, the Corporation became a consolidating subsidiary of LSEG. Prior to the LSEG Transaction, the Corporation was a consolidating subsidiary of BCP York Holdings ("BCP"), a company owned by certain investment funds affiliated with Blackstone, through BCP's previous majority ownership interest in Refinitiv. As used herein, "Refinitiv," prior to the LSEG Transaction, means Refinitiv Holdings Limited, and unless otherwise stated or the context otherwise requires, all of its direct and indirect subsidiaries, and subsequent to the LSEG Transaction, refers to Refinitiv Parent Limited, and unless otherwise stated or the context otherwise requires, all of its subsidiaries. Refinitiv owns substantially all of the former financial and risk business of Thomson Reuters (as defined below), including, prior to and following the completion of the Reorganization Transactions, an indirect majority ownership interest in the Company. The Refinitiv business was rebranded by LSEG as LSEG Data & Analytics during the fourth quarter of 2023.

The Corporation is a holding company whose principal asset is LLC Interests (as defined below) of TWM LLC. As the sole manager of TWM LLC, the Corporation operates and controls all of the business and affairs of TWM LLC and, through TWM LLC and its subsidiaries, conducts the Corporation's business. As a result of this control, and because the Corporation has a substantial financial interest in TWM LLC, the Corporation consolidates the financial results of TWM LLC and reports a non-controlling interest in the Corporation's condensed consolidated financial statements. As of both March 31, 2025 and December 31, 2024, Tradeweb Markets Inc. owned 90.2% of TWM LLC and the non-controlling interest holders owned the remaining 9.8% of TWM LLC. References to LLC Interests held by Tradeweb Markets Inc. and comparable terminology refer to LLC Interests held by Tradeweb Markets Inc. directly as well as indirectly through direct, wholly-owned subsidiaries of Tradeweb Markets Inc. (which are holding companies with no independent operations).

Unless the context otherwise requires, references to the "Company" refer to Tradeweb Markets Inc. and its consolidated subsidiaries, including TWM LLC, following the completion of the Reorganization Transactions, and TWM LLC and its consolidated subsidiaries prior to the completion of the Reorganization Transactions.

A majority interest of Refinitiv (formerly the Thomson Reuters Financial & Risk Business) was acquired by BCP on October 1, 2018 (the "Refinitiv Transaction") from TR. The Refinitiv Transaction resulted in a new basis of accounting for certain of the Company's assets and liabilities beginning on October 1, 2018. See Note 2 – Significant Accounting Policies for a description of pushdown accounting applied as a result of the Refinitiv Transaction.

In connection with the Reorganization Transactions, TWM LLC's limited liability company agreement (the "TWM LLC Agreement") was amended and restated to, among other things, (i) provide for a new single class of common membership interests in TWM LLC (the "LLC Interests"), (ii) exchange all of the then existing membership interests in TWM LLC for LLC Interests and (iii) appoint the Corporation as the sole manager of TWM LLC. LLC Interests, other than those held by the Corporation, are redeemable or exchangeable in accordance with the TWM LLC Agreement for shares of Class A common stock, par value $0.00001 per share, of the Corporation (the "Class A common stock") or Class B common stock, par value $0.00001 per share, of the Corporation (the "Class B common stock"), as the case may be, on a one-for-one basis.

As used herein, references to "Continuing LLC Owners" refer collectively to (i) those owners of TWM LLC prior to the Reorganization Transactions (the "Original LLC Owners"), including an indirect subsidiary of Refinitiv, certain investment and commercial banks (collectively, the "Bank Stockholders"), and members of management, that continued to own LLC Interests after the completion of the IPO and Reorganization Transactions and that received shares of Class C common stock, par value $0.00001 per share, of the Corporation (the "Class C common stock"), shares of Class D common stock, par value $0.00001 per share, of the Corporation (the "Class D common stock") or a combination of both, as the case may be, in connection with the completion of the Reorganization Transactions, (ii) any subsequent transferee of any Original LLC Owner that has executed a joinder agreement to the TWM LLC Agreement and (iii) solely with respect to the Tax Receivable Agreement (as defined in Note 7 – Tax Receivable Agreement), (x) those Original LLC Owners, including certain of the Bank Stockholders, that disposed of all of their LLC Interests for cash in connection with the IPO and (y) any party that has executed a joinder agreement to the Tax Receivable Agreement in accordance with the Tax Receivable Agreement.

The Company is a leader in building and operating electronic marketplaces for a global network of clients across the institutional, wholesale, retail and corporates client sectors. The Company's principal subsidiaries include:

- Tradeweb LLC ("TWL"), a registered broker-dealer under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), a member of the Financial Industry Regulatory Authority ("FINRA"), a member of the Municipal Securities Rulemaking Board ("MSRB"), a registered independent introducing broker with the Commodities Future Trading Commission ("CFTC") and a member of the National Futures Association ("NFA").

- Dealerweb LLC ("DW") (formerly known as Hilliard Farber & Co., Inc. and Dealerweb Inc.), a registered broker-dealer under the Exchange Act and a member of FINRA and MSRB. DW is also registered as an introducing broker with the CFTC and a member of the NFA. Effective on January 2, 2025, Dealerweb Inc. merged with and into Dealerweb LLC, with Dealerweb LLC being the surviving entity.

- Tradeweb Direct LLC ("TWD") (formerly known as BondDesk Trading LLC), a registered broker-dealer under the Exchange Act and a member of FINRA and MSRB.

- Institutional Cash Distributors, LLC ("ICDLC"), acquired on August 1, 2024, a registered broker-dealer under the Exchange Act and a member of FINRA.

- Tradeweb Europe Limited ("TEL"), a MiFID Investment Firm regulated by the Financial Conduct Authority (the "FCA") in the UK and certain other global regulators and that maintains branches in Asia.

- TW SEF LLC ("TW SEF"), a Swap Execution Facility ("SEF") regulated by the CFTC and certain other global regulators and a registered security-based swap execution facility ("SBSEF") under the Exchange Act.

- DW SEF LLC ("DW SEF"), a SEF regulated by the CFTC and certain other global regulators.

- Tradeweb Japan K.K. ("TWJ"), a security house regulated by the Japanese Financial Services Agency ("JFSA") and the Japan Securities Dealers Association ("JSDA").

- Tradeweb EU B.V. ("TWEU"), a MiFID Investment Firm regulated by the Netherlands Authority for the Financial Markets ("AFM"), the De Nederlandsche Bank ("DNB") and certain other global regulators and that maintains a branch in France.

- Tradeweb Execution Services Limited ("TESL"), an Investment Firm ("BIPRU Firm") regulated by the FCA in the UK with an exemption from the Australian Securities & Investments Commission ("ASIC") from having to hold an Australian financial services license.

- Tradeweb Information Technology Services (Shanghai) Co., Ltd is a wholly-owned foreign enterprise (WOFE) in China. Its business scope includes information, data and technology related services including development, sales, import and export and consulting. The Tradeweb offshore electronic trading platform is recognized by the People's Bank of China ("PBOC") for the provision of Bond Connect, CIBM Direct RFQ and Swap Connect.

- Tradeweb Execution Services B.V. ("TESBV"), a MiFID Investment Firm authorized and regulated by the AFM, with permission to trade on a matched principal basis.

- Tradeweb Australia Pty Ltd (formerly Yieldbroker Pty Limited) ("YB" or "Yieldbroker"), acquired in August 2023, a Tier 1 Australian Markets Licensee in Australia, regulated by ASIC, that also maintains a branch in Singapore that is regulated by the Monetary Authority of Singapore ("MAS") as a Regulated Market Operator.

- Tradeweb (DIFC) Limited ("TDIFC"), an Authorized Firm regulated by the Dubai Financial Services Authority ("DFSA") with a license for "arranging deals in investments" for users to access the Company's various trading venues that are also separately recognized by the DFSA.

- TW Technology and Trading Private Limited ("TTTL"), a private limited company incorporated in Mumbai, India, which is pending regulatory approval from the Reserve Bank of India as an Electronic Trading Platform for the trading of Indian Government Bonds and other local securities.

- Tradeweb Brasil Ltda ("TWB"), a limited liability company incorporated in Sao Paulo, Brazil.

- Institutional Cash Distributors Limited ("ICDLT"), acquired on August 1, 2024, a firm engaged in the provision of intermediary services authorized and regulated by the FCA in the UK.

- ICD Europa - Empresa de Investimento, S.A. ("ICDEU"), acquired on August 1, 2024, an investment firm regulated by the Comissão do Mercado de Valores Mobiliários ("CMVM") in Portugal.

In August 2024, the Company acquired Institutional Cash Distributors ("ICD") by purchasing all of the outstanding equity interests of each of ICD Intermediate Holdco 1, LLC, SCIC - ICD Blocker 1, Inc. and Parthenon Investors V ICD Blocker, Inc. (the "ICD Acquisition"). ICD is an institutional investment technology provider for corporate treasury organizations trading short-term investments. ICD's flagship products include ICD Portal and ICD Portfolio Analytics. The portal is a one-stop shop to research, trade, analyze and report on investments across more than 40 available investment providers primarily offering money market funds and access to other short term products including deposits, fixed term funds and separately managed accounts ("SMAs") (collectively referred to herein as "money market funds"). Portfolio Analytics is an AI-driven cloud solution for aggregating positions across a corporate treasury's entire portfolio for analysis and reporting. With the 2024 acquisition of ICD and its proprietary technology, the Company added "corporates" as a client channel, serving corporate treasury professionals, complementing the Company's previously existing focus on institutional, wholesale and retail clients. See Note 4 – Acquisitions for additional details on this acquisition.

In January 2024, the Company acquired R8FIN Holdings LP (together with its subsidiaries, "r8fin") (the "r8fin Acquisition"). r8fin provides a suite of algorithmic-based tools as well as a thin-client execution management system ("EMS") trading application to facilitate futures and cash trades. The solutions complement Tradeweb's existing Dealerweb Active Streams, Dealerweb Central Limit Order Book ("CLOB"), Tradeweb Request-for-Quote ("RFQ") and Tradeweb Automated Intelligent Execution ("AiEX") offerings. See Note 4 – Acquisitions for additional details on this acquisition.

In August 2023, the Company acquired Yieldbroker, a leading Australian trading platform for Australian and New Zealand government bonds and interest rate derivatives, covering the institutional and wholesale client sector (the "Yieldbroker Acquisition"). This acquisition combined Australia and New Zealand's highly attractive, fast-growing markets with Tradeweb's international reach and scale.

In June 2021, the Company acquired Nasdaq's U.S. fixed income electronic trading platform, formerly known as eSpeed (the "NFI Acquisition"), which is a fully executable central limit order book ("CLOB") for electronic trading in on-the-run ("OTR") U.S. government bonds.

As of March 31, 2025:

- The public investors collectively owned 116,439,381 shares of Class A common stock, representing 10.1% of the combined voting power of Tradeweb Markets Inc.'s issued and outstanding common stock and indirectly, through Tradeweb Markets Inc., owned 49.2% of the economic interest in TWM LLC;

- Refinitiv collectively owned 96,933,192 shares of Class B common stock, 18,000,000 shares of Class C common stock and 4,988,329 shares of Class D common stock, representing 89.8% of the combined voting power of Tradeweb Markets Inc.'s issued and outstanding common stock and directly and indirectly, through Tradeweb Markets Inc., owned 50.7% of the economic interest in TWM LLC; and

- Other stockholders that continued to own LLC Interests also collectively owned 78,209 shares of Class D common stock, representing less than 0.1% of the combined voting power of Tradeweb Markets Inc.'s issued and outstanding common stock. Collectively, these stockholders directly owned less than 0.1% of the economic interest in TWM LLC.

In addition, the Company's basic and diluted earnings per share calculations for the three months ended March 31, 2025 were impacted by 185,309 of weighted average shares resulting from unvested or unsettled vested stock awards that were considered participating securities for purposes of calculating earnings per share in accordance with the two-class method. The Company's diluted earnings per share calculation for the three months ended March 31, 2025 also includes 1,807,922 of weighted average shares resulting from the dilutive effect of its equity incentive plans. See Note 14 – Earnings Per Share for additional details.

2. Significant Accounting Policies

The following is a summary of significant accounting policies:

Basis of Presentation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. As discussed in Note 1 – Organization, as a result of the Reorganization Transactions, Tradeweb Markets Inc. consolidates TWM LLC and its subsidiaries and TWM LLC is considered to be the predecessor to Tradeweb Markets Inc. for financial reporting purposes. Tradeweb Markets Inc. had no business transactions or activities and no substantial assets or liabilities prior to the Reorganization Transactions. The condensed consolidated financial statements represent the financial condition and results of operations of the Company and report a non-controlling interest related to the LLC Interests held by Continuing LLC Owners.

These condensed consolidated financial statements are unaudited and should be read in conjunction with the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024. The consolidated financial information as of December 31, 2024 has been derived from audited financial statements not included herein. These unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC") with respect to interim financial reporting and Form 10-Q. In accordance with such rules and regulations, certain disclosures that are normally included in annual financial statements have been omitted. These unaudited condensed consolidated financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and the difference may be material to the condensed consolidated financial statements.

Business Combinations

Business combinations are accounted for under the purchase method of accounting pursuant to Accounting Standards Codification ("ASC") 805, *Business Combinations* ("ASC 805"). The total cost of an acquisition is allocated to the underlying net assets based on their respective estimated fair values. The excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. The fair value of assets acquired and liabilities assumed is determined based on assumptions that reasonable market participants would use in the principal (or most advantageous) market for the asset or liability. Determining the fair value of certain assets acquired and liabilities assumed is judgmental in nature and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash flows, discount rates, growth rates, customer attrition rates and asset lives.

Transaction costs incurred to effect a business combination are expensed as incurred and are included as a component of professional fees or general and administrative expenses in the condensed consolidated statements of income.

Pushdown Accounting

In connection with the Refinitiv Transaction, a majority interest of Refinitiv was acquired by BCP on October 1, 2018 from TR. The Refinitiv Transaction was accounted for by Refinitiv in accordance with the acquisition method of accounting pursuant to ASC 805*,* and pushdown accounting was applied to Refinitiv to record the fair value of the assets and liabilities of Refinitiv as of October 1, 2018, the date of the Refinitiv Transaction. The Company, as a consolidating subsidiary of Refinitiv, also accounted for the Refinitiv Transaction using pushdown accounting which resulted in a new fair value basis of accounting for certain of the Company's assets and liabilities beginning on October 1, 2018. Under the pushdown accounting applied, the excess of the fair value of the Company above the fair value accounting basis of the net assets and liabilities of the Company as of October 1, 2018 was recorded as goodwill. The fair value of assets acquired and liabilities assumed was determined based on assumptions that reasonable market participants would use in the principal (or most advantageous) market for the asset or liability. The adjusted valuations primarily affected the values of the Company's long-lived and indefinite-lived intangible assets, including software development costs.

Cash and Cash Equivalents

Cash and cash equivalents consists of cash and highly liquid investments with remaining maturities at the time of purchase of three months or less.

Allowance for Credit Losses

The Company continually monitors collections and payments from its clients and maintains an allowance for credit losses. The allowance for credit losses is based on an estimate of the amount of potential credit losses in existing accounts receivable, as determined from a review of aging schedules, past due balances, historical collection experience and other specific account data. Careful analysis of the financial condition of the Company's counterparties is also performed.

Additions to the allowance for credit losses are charged to credit loss expense, which is included in general and administrative expenses in the condensed consolidated statements of income. Aged balances that are determined to be uncollectible are written off against the allowance for credit losses. An allowance for credit losses is also recognized for any credit impairment for available-for-sale debt securities. See Note 12 – Credit Risk for additional information.

Receivable from and Payable to Brokers and Dealers and Clearing Organizations

Receivable from and payable to brokers and dealers and clearing organizations consists of proceeds from transactions executed on the Company's wholesale platform which failed to settle due to the inability of a transaction party to deliver or receive the transacted security. These securities transactions are generally collateralized by those securities. Until the failed transaction settles, a receivable from (and a matching payable to) brokers and dealers and clearing organizations is recognized for the proceeds from the unsettled transaction.

Deposits with Clearing Organizations

Deposits with clearing organizations are comprised of cash deposits.

Furniture, Equipment, Purchased Software and Leasehold Improvements

Furniture, equipment, purchased software and leasehold improvements are carried at cost less accumulated depreciation. Depreciation for furniture, equipment and purchased software is computed on a straight-line basis over the estimated useful lives of the related assets, ranging from three to seven years. Leasehold improvements are amortized over the lesser of the estimated useful lives of the leasehold improvements or the remaining term of the lease for office space.

Furniture, equipment, purchased software and leasehold improvements are tested for impairment whenever events or changes in circumstances suggest that an asset's carrying value may not be fully recoverable.

As of March 31, 2025 and December 31, 2024, accumulated depreciation related to furniture, equipment, purchased software and leasehold improvements totaled $95.9 million and $92.0 million, respectively. Depreciation expense for furniture, equipment, purchased software and leasehold improvements was $6.1 million and $5.3 million for the three months ended March 31, 2025 and 2024, respectively.

Software Development Costs

The Company capitalizes costs associated with the development of internal use software at the point at which the conceptual formulation, design and testing of possible software project alternatives have been completed. The Company capitalizes employee compensation and related benefits and third party consulting costs incurred during the application development stage which directly contribute to such development. Such costs are amortized on a straight-line basis over three years. Software development costs acquired as part of the ICD Acquisition are amortized over eight years, software development costs acquired as part of the r8fin Acquisition are amortized over seven years and software development costs acquired as part of the Yieldbroker Acquisition and NFI Acquisition were both amortized over one year. Costs capitalized as part of the Refinitiv Transaction pushdown accounting allocation are amortized over nine years. The Company reviews the amounts capitalized for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be fully recoverable, or that their useful lives are shorter than originally expected. Non-capitalized software costs and routine maintenance costs are expensed as incurred.

As of March 31, 2025 and December 31, 2024, accumulated amortization related to software development costs totaled $317.3 million and $295.3 million, respectively. Amortization expense for software development costs was $22.0 million and $15.6 million for the three months ended March 31, 2025 and 2024, respectively.

Goodwill

Goodwill includes the excess of the fair value of the Company above the fair value accounting basis of the net assets and liabilities of the Company as previously applied under pushdown accounting in connection with the Refinitiv Transaction. Goodwill also includes the cost of acquired companies in excess of the fair value of identifiable net assets at the acquisition date, including the ICD Acquisition, the r8fin Acquisition, the Yieldbroker Acquisition and the NFI Acquisition, which were all accounted for as business combinations. Goodwill is not amortized, but is tested for impairment annually on October 1st and between annual tests, whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. Goodwill is tested at the reporting unit level, which is defined as an operating segment or one level below the operating segment. The Company consists of one reporting unit for goodwill impairment testing purposes. An impairment loss is recognized if the estimated fair value of a reporting unit is less than its net book value. Such loss is calculated as the difference between the estimated fair value of goodwill and its carrying value.

Goodwill was last tested for impairment on October 1, 2024 and no impairment of goodwill was identified.

Intangible Assets

Intangible assets with a finite life are amortized over the estimated lives, ranging from four to fifteen years. These intangible assets subject to amortization are tested for impairment whenever events or changes in circumstances suggest that an asset's or asset group's carrying value may not be fully recoverable. Intangible assets with an indefinite useful life are tested for impairment at least annually. An impairment loss is recognized if the sum of the estimated discounted cash flows relating to the asset or asset group is less than the corresponding book value.

As of March 31, 2025 and December 31, 2024, accumulated amortization related to intangible assets totaled $701.4 million and $666.8 million, respectively. Amortization expense for definite-lived intangible assets was $34.6 million and $28.5 million for the three months ended March 31, 2025 and 2024, respectively.

Investments in Available-for-Sale Debt Securities

Investments in available-for-sale debt securities are carried at fair value with unrealized gains or losses excluded from earnings and reported in accumulated other comprehensive loss in the condensed consolidated statements of financial condition until realized. On a quarterly basis, the Company assesses whether an impairment loss on its available-for-sale debt securities has occurred due to declines in fair value or other market conditions. When the amortized cost basis of an available-for-sale debt security exceeds its fair value, the security is deemed to be impaired. The portion of an impairment related to credit losses is determined by comparing the present value of cash flows expected to be collected from the security with the amortized cost basis of the security and is recorded as a charge in the condensed consolidated statements of operations. The remainder of an impairment is recognized in accumulated other comprehensive loss if the Company does not intend to sell the security and it is more likely than not that the Company will not be required to sell the security prior to recovery. Investments in available-for-sale debt securities are included as a component of other assets on the condensed consolidated statements of financial condition.

Equity Investments Without Readily Determinable Fair Values

Equity investments without a readily determinable fair value are measured at cost, less impairment, plus or minus observable price changes (in orderly transactions) of an identical or similar investment of the same issuer. If the Company determines that the equity investment is impaired on the basis of a qualitative assessment, the Company will recognize an impairment loss equal to the amount by which the investment's carrying amount exceeds its fair value. Equity investments are included as a component of other assets on the condensed consolidated statements of financial condition.

Investments in Digital Assets - Canton Coins

The Company performs services as a Super Validator and Validator on the Global Synchronizer, the Canton Network's decentralized interoperability infrastructure. The Canton Network is a public-permissioned blockchain network designed with privacy and controls to facilitate the exchange of regulated financial assets. The Canton Network's Global Synchronizer includes a utility token, which is a digital asset called the Canton Coin that is used to pay traffic fees for using the Global Synchronizer. As a Super Validator and Validator on the network, the Company verifies network transactions and contributes to the consensus mechanism of the network. For these validation services, the Company earns Canton Coins and then generally holds the Canton Coins on its balance sheet for investment purposes and my use Canton Coins to pay fees associated with its own Canton Network activity. The cost basis of the Canton Coins received is initially recorded at fair value on the date of receipt as a component of other assets on the consolidated statements of financial condition and other revenue on the consolidated statements of income. The Canton Coins are then remeasured to fair market value at the end of each reporting period through an adjustment to unrealized gain/(loss), included as a component of other income (loss), net on the consolidated statements of income. The Company employs the first-in-first-out ("FIFO") method on a per wallet basis to determine the cost basis of its Canton Coins for the computation of gains and losses on its disposal or sale. Realized gain (loss) on the disposal or sale of Canton Coins are included as a component of other income (loss), net in the consolidated statements of operations.

Securities Sold Under Agreements to Repurchase

From time to time, the Company sells securities under agreements to repurchase in order to facilitate the clearance of securities. Securities sold under agreements to repurchase are treated as collateralized financings and are presented in the condensed consolidated statements of financial condition at the amounts of cash received. Receivables and payables arising from these agreements are not offset in the condensed consolidated statements of financial condition.

Leases

At lease commencement, a right-of-use asset and a lease liability are recognized for all leases with an initial term in excess of 12 months based on the initial present value of the fixed lease payments over the lease term. The lease right-of-use asset also reflects the present value of any initial direct costs, prepaid lease payments and lease incentives. The Company's leases do not provide a readily determinable implicit discount rate. Therefore, management estimates the Company's incremental borrowing rate used to discount the lease payments based on the information available at lease commencement. The Company includes the term covered by an option to extend a lease when the option is reasonably certain to be exercised. The Company has elected not to separate non-lease components from lease components for all leases. Significant assumptions and judgments in calculating the lease right-of-use assets and lease liabilities include the determination of the applicable borrowing rate for each lease. Operating lease expense is recognized on a straight-line basis over the lease term and included as a component of occupancy expense in the condensed consolidated statements of income.

Revenue Recognition

The Company's classification of revenues in the condensed consolidated statements of income represents revenues from contracts with customers disaggregated by type of revenue. See Note 5 – Revenue for additional details regarding revenue types and the Company's policies regarding revenue recognition.

Translation of Foreign Currency and Foreign Exchange Derivative Contracts

Revenues, expenses, assets and liabilities denominated in non-functional currencies are recorded in the appropriate functional currency for the legal entity at the rate of exchange prevailing at the transaction date. Monetary assets and liabilities that are denominated in non-functional currencies are then remeasured at the end of each reporting period at the exchange rate prevailing at the end of the reporting period. Foreign currency remeasurement gains or losses on monetary assets and liabilities in nonfunctional currencies are recognized in the condensed consolidated statements of income within general and administrative expenses. The realized and unrealized gains/losses totaled a $0.9 million gain and a $1.2 million loss during the three months ended March 31, 2025 and 2024, respectively. Since the condensed consolidated financial statements are presented in U.S. dollars, the Company also translates all non-U.S. dollar functional currency revenues, expenses, assets and liabilities into U.S. dollars. All non-U.S. dollar functional currency revenue and expense amounts are translated into U.S. dollars monthly at the average exchange rate for the month. All non-U.S. dollar functional currency assets and liabilities are translated at the rate prevailing at the end of the reporting period. Gains or losses on translation in the financial statements, when the functional currency is other than the U.S. dollar, are included as a component of other comprehensive income.

The Company enters into foreign currency forward contracts to mitigate its U.S. dollar and British pound sterling versus euro exposure, generally with a duration of less than 12 months. The Company's foreign exchange derivative contracts are not designated as hedges for accounting purposes. Changes in the fair value during the period of foreign currency forward contracts, which were entered into for foreign exchange risk management purposes relating to operating activities, are recognized in the condensed consolidated statements of income within general and administrative expenses and related cash flows are included in cash flows from operating activities. The Company does not use derivative instruments for trading or speculative purposes. Realized and unrealized gains/losses on foreign currency forward contracts during the three months ended March 31, 2025 and 2024 totaled a $6.3 million loss and a $4.4 million gain, respectively. As of March 31, 2025 and December 31, 2024, the counterparty on each of the foreign exchange derivative contracts was an affiliate of LSEG and therefore the corresponding assets or liabilities on such contracts were included in receivable and due from affiliates or payable and due to affiliates, respectively, on the accompanying condensed consolidated statements of financial condition. See Note 11 – Fair Value of Financial Instruments and Other Assets for additional details on the Company's derivative instruments.

Income Tax

The Corporation is subject to U.S. federal, state and local income taxes with respect to its taxable income, including its allocable share of any taxable income of TWM LLC, and is taxed at prevailing corporate tax rates. TWM LLC is a multiple member limited liability company taxed as a partnership and accordingly any taxable income generated by TWM LLC is passed through to and included in the taxable income of its members, including the Corporation. Income taxes also include unincorporated business taxes on income earned or losses incurred for conducting business in certain state and local jurisdictions, income taxes on income earned or losses incurred in foreign jurisdictions on certain operations and federal and state income taxes on income earned or losses incurred, both current and deferred, on subsidiaries that are taxed as corporations for U.S. tax purposes.

The Company records deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities. The Company measures deferred taxes using the enacted tax rates and laws that will be in effect when such temporary differences are expected to reverse. The Company evaluates the need for valuation allowances based on the weight of positive and negative evidence. The Company records valuation allowances wherever management believes it is more likely than not that the Company will not be able to realize its deferred tax assets in the foreseeable future.

The Company records uncertain tax positions on the basis of a two-step process whereby (i) the Company determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (ii) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with the related tax authority.

The Company recognizes interest and penalties related to income taxes within the provision for income taxes in the condensed consolidated statements of income. Accrued interest and penalties are included within accounts payable, accrued expenses and other liabilities in the condensed consolidated statements of financial condition.

The Company has elected to treat taxes due on future U.S. inclusions in taxable income under the global intangible low-taxed income ("GILTI") provision of the Tax Cuts and Jobs Act of 2017 as a current period expense when incurred.

On August 16, 2022, the Inflation Reduction Act of 2022 ("IRA") was signed into law. The IRA established a 15% corporate alternative minimum tax ("CAMT") effective for taxable years beginning after December 31, 2022, and imposed a 1% excise tax on the repurchase after December 31, 2022 of stock by publicly traded U.S. corporations. The 1% excise tax did not have an impact on the Company's financial condition, results of operations and cash flows as of and for the three months ended March 31, 2025 or 2024. The Company is subject to the current 15% CAMT, however, it did not have an impact on the Company's effective tax rate for the three months ended March 31, 2025 or 2024.

On October 8, 2021, the Organization for Economic Cooperation and Development announced an accord endorsing and providing an implementation plan focused on global profit allocation, and implementing a global minimum tax rate of at least 15% for large multinational corporations on a jurisdiction-by-jurisdiction basis, known as the "Two Pillar Plan." On December 15, 2022, the European Council formally adopted a European Union directive on the implementation of the plan which became effective for the Company beginning on January 1, 2024. The Company falls under the provisions of the Two Pillar Plan and related tax impacts per local country adoption as it is a consolidating subsidiary of LSEG. The Two Pillar Plan did not have an impact on the Company's financial condition, results of operations and cash flows as of and for the three months ended March 31, 2025 or 2024.

Stock-Based Compensation

The stock-based payments received by the employees of the Company are accounted for as equity awards. The Company measures and recognizes the cost of employee services received in exchange for awards of equity instruments based on their estimated fair values measured as of the grant date. These costs are recognized as an expense over the requisite service period, with an offsetting increase to additional paid-in capital. The grant-date fair value of stock-based awards that do not require future service (i.e., vested awards) are expensed immediately. Forfeitures of stock-based compensation awards are recognized as they occur.

For grants made during the post-IPO period, the fair value of the equity instruments is determined based on the price of the Class A common stock on the grant date.

Prior to the IPO, the Company awarded options to management and other employees (collectively, the "Special Option Award") under the Amended and Restated Tradeweb Markets Inc. Option Plan (the "Option Plan"). The significant assumptions used to estimate the fair value as of grant date of the options awarded prior to the IPO did not reflect changes that would have occurred to these assumptions as a result of the IPO. The non-cash stock-based compensation expense associated with the Special Option Award began being expensed in the second quarter of 2019 and ended during the first quarter of 2024.

The Company uses the Black-Scholes pricing model to value some of its option awards. Determining the appropriate fair value model and calculating the fair value of the option awards requires the input of highly subjective assumptions, including the expected life of the option awards and the stock price volatility.

For performance-based restricted stock units that vest based on market conditions, the Company recognizes stock-based compensation based on the estimated grant date fair value of the awards computed with the assistance of a valuation specialist using a Monte Carlo simulation on a binomial model. The significant assumptions used to estimate the fair value of the performance-based restricted stock units that vest based on market conditions are years of maturity, annualized volatility and the risk-free interest rate. The maturity period represents the period of time that the award granted was modeled into the future, the risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of measurement corresponding with the maturity period of the award and the expected volatility is based upon historical volatility of the Company's Class A common stock.

Earnings Per Share

Basic and diluted earnings per share are computed in accordance with the two-class method as unvested or unsettled vested stock awards issued to certain retired or terminated employees are entitled to non-forfeitable dividend equivalent rights and are considered participating securities prior to being issued and outstanding shares of common stock. The two-class method is an earnings allocation formula that treats a participating security as having rights to earnings that otherwise would have been available to common shareholders. Basic earnings per share is computed by dividing the net income attributable to the Company's outstanding shares of Class A and Class B common stock by the weighted-average number of the Company's shares outstanding during the period. For purposes of computing diluted earnings per share, the weighted-average number of the Company's shares reflects the dilutive effect that could occur if all potentially dilutive securities were converted into or exchanged or exercised for the Company's Class A or Class B common stock.

The dilutive effect of stock options and other stock-based payment awards is calculated using the treasury stock method, which assumes the proceeds from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of LLC Interests held by non-controlling interests is evaluated under the if-converted method, where the securities are assumed to be converted at the beginning of the period, and the resulting common shares are included in the denominator of the diluted earnings per share calculation for the entire period presented. Performance-based awards are considered contingently issuable shares and their dilutive effect is included in the denominator of the diluted earnings per share calculation for the entire period, if those shares would be issuable as of the end of the reporting period, assuming the end of the reporting period was also the end of the contingency period.

Shares of Class C and Class D common stock do not have economic rights in Tradeweb Markets Inc. and, therefore, are not included in the calculation of basic earnings per share.

Fair Value Measurement

Fair value represents the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). Financial instruments that the Company owns (long positions) are marked to bid prices, and instruments that the Company has sold, but not yet purchased (short positions) are marked to offer prices. Fair value measurements do not include transaction costs.

The fair value hierarchy under ASC 820, *Fair Value Measurement* ("ASC 820"), prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

Basis of Fair Value Measurement

An asset or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2: Quoted prices in markets that are not considered to be active or for which all significant inputs are observable, either directly or indirectly;
- Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Recent Accounting Pronouncements

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* ("ASU 2024-03"). ASU 2024-03 requires the disaggregation of certain costs and expenses in the notes to the financial statements to provide enhanced transparency into the expense captions presented on the face of the income statement. ASU 2024-03 is effective for the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2027 and for interim periods beginning in 2028. The guidance may be applied on a prospective or retrospective basis and early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2024-03 on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures* ("ASU 2023-09"). ASU 2023-09 requires disaggregated information about a reporting entity's effective tax rate reconciliation and income taxes paid. ASU 2023-09 is effective for the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2025. The guidance may be applied on a prospective or retrospective basis and early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2023-09 on its consolidated financial statements.

3. Restricted Cash

Cash has been segregated in a special reserve bank account for the benefit of brokers and dealers under SEC Rule 15c3-3. The Company computes the proprietary accounts of broker-dealers ("PAB") reserve, which requires the Company to maintain minimum segregated cash in the amount of excess total credits per the reserve computation. As of both March 31, 2025 and December 31, 2024, cash in the amount of $1.0 million, has been segregated in the PAB reserve account, exceeding the requirements pursuant to SEC Rule 15c3-3.

4. Acquisitions

r8fin

On January 19, 2024, the Company completed its acquisition of r8fin in exchange for total purchase consideration of $125.9 million, consisting of $89.2 million in cash paid at closing (net of cash acquired) and the issuance of 374,601 shares of Class A common stock of the Corporation valued as of the acquisition date at $36.7 million. r8fin provides a suite of algorithmic-based tools as well as a thin-client EMS trading application to facilitate futures and cash trades.

The r8fin Acquisition was not material to the Company's condensed consolidated financial statements and therefore pro forma and current period results of this acquisition have not been presented.

ICD

On August 1, 2024, the Company completed its acquisition of ICD in exchange for total purchase consideration of $774.2 million.

In connection with the acquisition closing, the Corporation was required to issue and sell $4.5 million of shares of its Class A common stock in reliance on Section 4(a)(2) of the Securities Act, to an equityholder of the ICD seller, who was also an employee of ICD and is currently an employee of the Company. These shares of Class A common stock were issued and sold as restricted stock ("RSAs"), subject to vesting and forfeiture terms, pursuant to the Tradeweb Markets Inc. 2019 Omnibus Equity Incentive Plan. The 41,705 RSAs issued at closing, had a fair market value of $4.7 million as of the acquisition date, and will cliff vest at the end of a two-year service period. Of the $4.7 million in RSAs issued, $3.3 million was allocated to consideration transferred for the business combination, relating to the pre-combination service period completed before the acquisition date, and $1.3

million will be amortized into stock-based compensation expense over the two-year service period required subsequent to the acquisition date.

Cash paid at closing, net of $23.3 million in cash acquired and net of $4.5 million in proceeds from the sale of RSAs, totaled $773.8 million. Of this amount, $770.9 million was determined to be the net cash consideration transferred for the business combination, $1.4 million was recorded as compensation expense during the quarter ended September 30, 2024, related to the acceleration of vesting on the acquisition date of previously unvested stock awards issued by the ICD seller, and $1.4 million was recorded as a prepaid asset, to be recognized as compensation expense over a two-year required service period, relating to sale proceeds held in escrow for certain key executives, who are required to remain employed by the Company during that service period in order to receive the escrow portion of their sale proceeds.

ICD is an institutional investment technology provider for corporate treasury organizations trading short-term investments and with the 2024 acquisition of ICD and its proprietary technology, the Company added “corporates” as a client channel, serving corporate treasury professionals, complementing the Company’s previously existing focus on institutional, wholesale and retail clients.

ICD revenues of $24.7 million and operating income of $0.9 million, including $11.2 million of depreciation and amortization expense, were included in the Company’s condensed consolidated statements of income for the three months ended March 31, 2025.

Supplemental Pro Forma Information (Unaudited)

The financial information in the table below summarizes the combined results of operations of Tradeweb Markets Inc. and ICD, on a pro forma basis, as though the companies had been combined as of January 1, 2023. The unaudited supplemental pro forma information is presented for informational purposes only and is not indicative of the actual results of operations that would have been achieved if the ICD Acquisition had taken place on January 1, 2023 or of future results. Such unaudited pro forma financial information is based on the historical financial statements of Tradeweb Markets Inc. and ICD. The unaudited pro forma financial information is based on estimates and assumptions that have been made solely for the purpose of developing such unaudited pro forma financial information, including, without limitation, purchase accounting adjustments, acquisition related transaction costs, the removal of historical ICD interest expense and intangible asset amortization and the addition of intangible asset amortization and incremental stock-based compensation expense related to this acquisition, together with their consequential tax effects. The pro forma adjustments are based upon currently available information and certain assumptions that the Company believes are reasonable under the circumstances. The unaudited pro forma financial information does not reflect any anticipated synergies or operating cost reductions that may be achieved from integrating ICD into the rest of the Company.

The unaudited supplemental pro forma financial information for the three months ended March 31, 2024 are as follows:

	Three Months Ended March 31, 2024 (dollars in thousands)
Revenue	$ 432,919
Operating income	$ 167,358
Net income attributable to Tradeweb Markets Inc.	$ 125,442

5. Revenue

Revenue Recognition

The Company enters into contracts with its clients to provide a stand-ready connection to its electronic marketplaces, which facilitates the execution of trades by its clients. The access to the Company’s electronic marketplaces includes market data, continuous pricing data refreshes and the processing and reporting of trades thereon, which are highly interrelated services. The stand-ready connection to the electronic marketplaces is considered a single performance obligation satisfied over time as the client simultaneously receives and consumes the benefit from the Company’s performance as access is provided. This performance obligation constitutes a series of services that are substantially the same in nature and are provided over time using the same measure of progress.

For its services, the Company may earn subscription fees for granting access to its electronic marketplaces. Subscription fees, which are generally fixed fees, are recognized as revenue on a monthly basis, in the period that access is provided. The frequency of subscription fee billings varies from monthly to annually, depending on contract terms.

The Company also earns transaction fees and/or commissions from transactions executed on the Company's electronic marketplaces, including the basis point commissions earned on the monthly average daily balance ("ADB") of money market fund investments made through its ICD Portal, and commission revenue from its electronic and voice brokerage services on a riskless principal basis. Riskless principal revenues are derived on matched principal transactions where revenues are earned on the spread between the buy and sell price of the transacted product.

Transaction fees and commissions are generated both on a variable and fixed price basis and vary by geographic region, product type and trade size. Fixed monthly transaction fees and commissions, or monthly transaction fees and commission minimums, are earned on a monthly basis in the period the stand-ready trading services are provided and are generally billed monthly. For variable transaction fees and commissions, the Company charges its clients amounts calculated based on the mix of products traded and the volume of transactions executed. Variable transaction fee and commission revenue associated with a particular trade is recognized and recorded on a trade-date basis when the individual trade occurs and is generally billed when the trade settles or is billed monthly. Variable commission revenue based upon a clients' ADB invested in money market funds during a calendar month is recorded monthly and the rates billed may vary by money market fund and by the total level of funds invested. Variable discounts or rebates on transaction fees and commissions are earned and applied monthly or quarterly, resolved within the same reporting period and are recorded as a reduction to revenue in the period the relevant trades occur.

The Company also earns fees from an affiliate of LSEG relating to the sale of market data to LSEG, which distributes that data. Included in these fees, which are billed quarterly, are real-time market data fees which are recognized monthly on a straight-line basis, as LSEG receives and consumes the benefit evenly over the contract period, as the data is provided. Also included in these fees are fees for historical data sets, which are recognized when the historical data set is provided to LSEG.

Significant judgments used in accounting for the Company's market data agreement with LSEG include the following determinations:

- The provision of real-time market data feeds and historical data sets are distinct performance obligations.
- The performance obligations under this contract are recognized over time from the initial delivery of the data feeds until the end of the contract term or at a point in time upon delivery of each historical data set.
- The transaction prices for the performance obligations were determined by using an adjusted market assessment analysis. Inputs in this analysis included publicly available price lists for data sets provided by other companies, planned internal pricing strategies and other market data points and adjustments obtained through consultations with market data industry experts regarding estimating a standalone selling price for each performance obligation.

Some revenues earned by the Company have fixed fee components, such as monthly minimums or fixed monthly fees, and variable components, such as transaction-based fees and commissions. The breakdown of revenues between fixed and variable revenues for the three months ended March 31, 2025 and 2024 is as follows:

	Three Months Ended March 31, 2025 (dollars in thousands)		Three Months Ended March 31, 2024 (dollars in thousands)	
	Variable	Fixed	Variable	Fixed
Revenues				
Transaction fees and commissions	$ 378,757	$ 42,587	$ 298,262	$ 37,189
Subscription fees	460	55,317	470	49,211
LSEG market data fees	—	28,925	—	20,500
Other	792	2,839	362	2,745
Total revenue	$ 380,009	$ 129,668	$ 299,094	$ 109,645

Deferred Revenue

Fees received by the Company which are not yet earned are included in deferred revenue on the condensed consolidated statements of financial condition until the revenue recognition criteria have been met. The revenue recognized and the remaining deferred revenue balances are shown below:

	Amount (dollars in thousands)
Deferred revenue balance - December 31, 2024	$ 30,800
New billings	66,479
Revenue recognized	(50,382)
Effect of foreign currency exchange rate changes	83
Deferred revenue balance - March 31, 2025	$ 46,980

During the three months ended March 31, 2025, the Company recognized into revenue $15.2 million in deferred revenue that was deferred as of December 31, 2024. During the three months ended March 31, 2024, the Company recognized into revenue $15.8 million in deferred revenue that was deferred as of December 31, 2023.

6. Income Taxes

The Corporation is subject to U.S. federal, state and local income taxes with respect to its taxable income, including its allocable share of any taxable income of TWM LLC, and is taxed at prevailing corporate tax rates. The Company’s actual effective tax rate will be impacted by the Corporation’s ownership share of TWM LLC, which will continue to increase as Continuing LLC Owners that continue to hold LLC Interests redeem or exchange their LLC Interests for shares of Class A common stock or Class B common stock, as applicable, or the Corporation purchases LLC Interests from such Continuing LLC Owners. The Company’s consolidated effective tax rate will also vary from period to period depending on changes in the mix of earnings, tax legislation and tax rates in various jurisdictions. The Company’s provision for income taxes includes U.S., federal, state, local and foreign taxes.

The Company’s effective tax rate for the three months ended March 31, 2025 and 2024 was approximately 24.0% and 23.3%, respectively. The effective tax rate for the three months ended March 31, 2025 differed from the U.S. federal statutory rate of 21.0% primarily due to state, local and foreign taxes and the disallowance of compensation expense tax deductions, partially offset by the effect of non-controlling interests and the Foreign-Derived Intangible Income (“FDII”) deduction. The effective tax rate for the three months ended March 31, 2024 differed from the U.S. federal statutory rate of 21.0% primarily due to state, local and foreign taxes and the disallowance of compensation expense tax deductions, partially offset by the effect of non-controlling interests.

The Company has obtained, and expects to obtain, an increase in its share of the tax basis of the assets of TWM LLC when LLC Interests are redeemed or exchanged by Continuing LLC Owners and in connection with certain other qualifying transactions. This increase in tax basis has had, and may in the future have, the effect of reducing the amounts that the Corporation would otherwise pay in the future to various tax authorities. Pursuant to the Tax Receivable Agreement, the Corporation is required to make cash payments to the Continuing LLC Owners equal to 50% of the amount of U.S. federal, state and local income or franchise tax savings, if any, that the Corporation actually realizes (or in some circumstances are deemed to realize) as a result of certain future tax benefits to which the Corporation may become entitled. The Corporation expects to benefit from the remaining 50% of tax benefits, if any, that the Corporation may actually realize. See Note 7 – Tax Receivable Agreement for further details. The tax benefit has been recognized in deferred tax assets on the condensed consolidated statements of financial condition.

7. Tax Receivable Agreement

In connection with the Reorganization Transactions, the Corporation entered into a tax receivable agreement (the "Tax Receivable Agreement") with TWM LLC and the Continuing LLC Owners, which provides for the payment by the Corporation to a Continuing LLC Owner of 50% of the amount of U.S. federal, state and local income or franchise tax savings, if any, that the Corporation actually realizes (or in some circumstances is deemed to realize) as a result of (i) increases in the tax basis of TWM LLC's assets resulting from (a) the purchase of LLC Interests from such Continuing LLC Owner, including with the net proceeds from the IPO and any subsequent offerings or (b) redemptions or exchanges by such Continuing LLC Owner of LLC Interests for shares of Class A common stock or Class B common stock or for cash, as applicable, and (ii) certain other tax benefits related to the Corporation making payments under the Tax Receivable Agreement. Payments under the Tax Receivable Agreement are due within 150 days after the filing of the tax return based on the actual tax savings realized by the Corporation, and estimated payments may be made in advance. The first payment of the Tax Receivable Agreement was made in January 2021. Substantially all payments due under the Tax Receivable Agreement are payable over fifteen years following the purchase of LLC Interests from Continuing LLC Owners or redemption or exchanges by Continuing LLC Owners of LLC Interests.

The Corporation accounts for the income tax effects resulting from taxable redemptions or exchanges of LLC Interests by Continuing LLC Owners for shares of Class A common stock or Class B common stock or cash, as the case may be, and purchases by the Corporation of LLC Interests from Continuing LLC Owners by recognizing an increase in deferred tax assets, based on enacted tax rates at the date of each redemption, exchange, or purchase, as the case may be. Further, the Corporation evaluates the likelihood that it will realize the benefit represented by the deferred tax asset, and, to the extent that the Corporation estimates that it is more likely than not that it will not realize the benefit, it reduces the carrying amount of the deferred tax asset with a valuation allowance.

The impact of any changes in the total projected obligations recorded under the Tax Receivable Agreement as a result of actual changes in the mix of the Company's earnings, tax legislation and tax rates in various jurisdictions, or other factors that may impact the Corporation's actual tax savings realized, are reflected in income before taxes on the condensed consolidated statements of income in the period in which the change occurs. As of March 31, 2025 and December 31, 2024, the tax receivable agreement liability on the condensed consolidated statements of financial condition totaled $369.8 million and $372.8 million, respectively. During each of the three months ended March 31, 2025 and 2024, no tax receivable agreement liability adjustment was recognized in the condensed consolidated statements of income.

8. Non-Controlling Interests

In connection with the Reorganization Transactions, Tradeweb Markets Inc. became the sole manager of TWM LLC and, as a result of this control, and because Tradeweb Markets Inc. has a substantial financial interest in TWM LLC, consolidates the financial results of TWM LLC into its condensed consolidated financial statements. The non-controlling interests balance reported on the condensed consolidated statements of financial condition represents the economic interests of TWM LLC held by Continuing LLC Owners. Income or loss is attributed to the non-controlling interests based on the relative ownership percentages of LLC Interests held during the period by Tradeweb Markets Inc. and the Continuing LLC Owners.

The following table summarizes the ownership interest in Tradeweb Markets LLC:

	March 31, 2025		March 31, 2024	
	LLC Interests	Ownership %	LLC Interests	Ownership %
Number of LLC Interests held by Tradeweb Markets Inc.	213,330,868	90.2 %	213,098,420	90.2 %
Number of LLC Interests held by non-controlling interests	23,066,538	9.8 %	23,077,973	9.8 %
Total LLC Interests outstanding	236,397,406	100.0 %	236,176,393	100.0 %

LLC Interests held by the Continuing LLC Owners are redeemable in accordance with the TWM LLC Agreement, at the election of such holders, for shares of Class A common stock or Class B common stock, as applicable, on a one-for-one basis or, at the Company's option, a cash payment in accordance with the terms of the TWM LLC Agreement.

The following table summarizes the impact on Tradeweb Market Inc.'s equity due to changes in the Corporation's ownership interest in TWM LLC:

Net Income Attributable to Tradeweb Markets Inc. and Transfers (to) from the Non-Controlling Interests	Three Months Ended March 31, 2025	2024
	(dollars in thousands)	
Net income attributable to Tradeweb Markets Inc.	$ 148,382	$ 126,142
Transfers (to) from non-controlling interests:		
Increase/(decrease) in Tradeweb Markets Inc.'s additional paid-in capital as a result of ownership changes in TWM LLC	3,795	1,333
Net transfers (to) from non-controlling interests	3,795	1,333
Change from net income attributable to Tradeweb Markets Inc. and transfers (to) from non-controlling interests	$ 152,177	$ 127,475

9. Stockholders' Equity and Stock-Based Compensation Plans

The rights and privileges of the Company's stockholders' equity and LLC Interests are described in the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 and there have been no changes to those rights and privileges during the three months ended March 31, 2025.

Common Stock

The following table details the movement in the Company's outstanding shares of common stock during the period:

	Class A	Class B	Class C	Class D	Total
Balance at December 31, 2024	115,977,551	96,933,192	18,000,000	5,073,538	235,984,281
Activities related to exchanges of LLC Interests	7,000	—	—	(7,000)	—
Issuance of common stock from equity incentive plans	454,830	—	—	—	454,830
Balance at March 31, 2025	116,439,381	96,933,192	18,000,000	5,066,538	236,439,111

	Class A	Class B	Class C	Class D	Total
Balance at December 31, 2023	115,090,787	96,933,192	18,000,000	5,077,973	235,101,952
Issuance of common stock from equity incentive plans	699,840	—	—	—	699,840
Issuance of common stock for business acquisition (1)	374,601	—	—	—	374,601
Balance at March 31, 2024	116,165,228	96,933,192	18,000,000	5,077,973	236,176,393

(1) On January 19, 2024, the Corporation issued 374,601 unregistered shares of Class A common stock as partial consideration for the r8fin Acquisition (the "r8fin Acquisition Shares"), in reliance on Section 4(a)(2) of the Securities Act. The r8fin Acquisition Shares are considered issued and outstanding subsequent to their January 19, 2024 issuance, but remain subject to a lock-up that restricts the sale, transfer or disposal of these shares for the two year period following the January 19, 2024 acquisition date of the r8fin Acquisition.

Stock-Based Compensation Plans

Under the Tradeweb Markets Inc. 2019 Omnibus Equity Incentive Plan, the Company is authorized to issue up to 8,841,864 new shares of Class A common stock to employees, officers and non-employee directors. Under this plan, the Company may grant awards in respect of shares of Class A common stock, including restricted stock units ("RSUs") and RSAs with only time-based vesting conditions, performance-based restricted stock units with both time and performance-based vesting conditions, stock options and dividend equivalent rights. The Company refers to performance-based restricted stock units that vest based on the financial performance of the Company as "PRSUs" and performance-based restricted stock units that vest based on market conditions, such as total shareholder return, as "PSUs". RSUs, PRSUs and PSUs each represent promises to issue actual shares of Class A common stock at the end of a vesting period. RSAs are issued shares of restricted Class A common stock that are released to an employee at the end of a vesting period. Stock options have a maximum contractual term of 10 years.

During the three months ended March 31, 2025, the Company granted 358,995 RSUs, 147,733 PRSUs and 65,532 PSUs at a weighted-average grant-date fair value of $135.02, $135.80 and $216.02, respectively.

RSU awards granted to employees will generally vest one-third each year over a three-year period, RSU awards granted to non-employee directors will generally vest after one year and RSAs vest at the end of a two-year period.

PRSUs generally cliff vest on January 1 of the third calendar year from the calendar year of the date of grant and the number of shares a participant will receive upon vesting is determined by a performance modifier, which is adjusted as a result of the financial performance of the Company. For PRSU awards granted during 2025 and 2024, the financial performance of the Company will be determined based on the compound annual growth rate over a three-year performance period beginning on January 1 in the year of grant. For PRSU awards granted during 2023, the financial performance of the Company was determined based on the financial performance of the Company in the grant year, and any earned awards that remain outstanding are subject to time-based vesting conditions. For PRSU awards granted during 2023, 2024 and 2025, the performance modifier can vary between 0% (minimum) and 250% (maximum) of the target (100%) award amount.

PSUs cliff vest on January 1 of the third calendar year from the calendar year of the date of grant and the number of shares a participant will receive upon vesting is determined by a performance modifier, which is adjusted as a result of the Company’s total shareholder return over a three-year performance period. The performance modifier for PSUs can vary between 0% (minimum) and 250% (maximum) of the target (100%) award amount. The grant date fair value of PSUs granted in March 2025 and 2024 was estimated using the Monte Carlo simulation model and the significant valuation assumptions used in those models were as follows:

	March 17, 2025 PSU Grant	March 15, 2024 PSU Grant
Maturity (years)	2.8	2.8
Annualized Volatility	25.04 %	26.63 %
Risk-Free Interest Rate	3.95 %	4.44 %

A summary of the Company’s total stock-based compensation expense is presented below:

	Three Months Ended March 31,	
	2025	2024
	(dollars in thousands)	
Total stock-based compensation expense	$ 22,187	$ 16,402

The stock-based compensation expense above excludes $0.5 million and $0.6 million of stock-based compensation expense capitalized to software development costs during the three months ended March 31, 2025 and 2024, respectively.

Share Repurchase Program

On December 5, 2022, the Company announced that its board of directors authorized a new share repurchase program (the “2022 Share Repurchase Program”), after completing in October 2022, the $150.0 million of total repurchases of the Company’s Class A common stock authorized under its previous share repurchase program. The 2022 Share Repurchase Program was authorized to continue to offset annual dilution from stock-based compensation plans, as well as to opportunistically repurchase the Company’s Class A common stock. The 2022 Share Repurchase Program authorizes the purchase of up to $300.0 million of the Company’s Class A common stock at the Company’s discretion and has no termination date. The 2022 Share Repurchase Program can be effected through regular open-market purchases (which may include repurchase plans designed to comply with Rule 10b-18 or Rule 10b5-1), through privately negotiated transactions or through accelerated share repurchases, each in accordance with applicable securities laws and other restrictions. The amounts, timing and manner of the repurchases will be subject to general market conditions, the prevailing price and trading volumes of the Company’s Class A common stock and other factors. The 2022 Share Repurchase Program does not require the Company to acquire a specific number of shares and may be suspended, amended or discontinued at any time. There were no share repurchases during either the three months ended March 31, 2025 or 2024. As of March 31, 2025, a total of $179.9 million remained available for repurchase pursuant to the 2022 Share Repurchase Program.

For shares repurchased pursuant to the 2022 Share Repurchase Program, the excess of the repurchase price paid over the par value of the Class A common stock is recorded as a reduction to retained earnings.

Other Share Repurchases

During the three months ended March 31, 2025 and 2024, the Company withheld 346,219 and 452,821 shares, respectively, of Class A common stock from employee stock option, PRSU and RSU awards, at an average price per share of $137.46 and $96.80, respectively, and an aggregate value of $47.6 million and $43.8 million, respectively, based on the price of the Class A common stock on the date the relevant withholding occurred. These shares are withheld in order for the Company to cover the employee payroll tax withholding obligations upon the exercise of stock options and settlement of RSUs and PRSUs and such shares were not withheld in connection with the share repurchase programs discussed above.

10. Related Party Transactions

The Company enters into transactions with its affiliates from time to time which are considered to be related party transactions.

As of March 31, 2025 and December 31, 2024, the following balances with such affiliates were included in the condensed consolidated statements of financial condition in the following line items:

	March 31, 2025	December 31, 2024
	(dollars in thousands)	
Accounts receivable	$ 10	$ 786
Receivable and due from affiliates	1,100	8,094
Other assets	565	7
Accounts payable, accrued expenses and other liabilities	1,870	1,469
Deferred revenue	6,440	6,459
Payable and due to affiliates	574	763

The following balances with such affiliates were included in the condensed consolidated statements of income in the following line items:

	Three Months Ended March 31,	
	2025	2024
	(dollars in thousands)	
Revenue:		
Subscription fees	$ 326	$ 304
LSEG market data fees [1]	28,925	20,500
Other fees	147	205
Expenses: [2]		
Technology and communications	2,140	1,572
General and administrative	2	3
Professional fees	76	26
Occupancy	23	13

(1) The Company maintains a market data license agreement with an affiliate of LSEG. Under the agreement, the Company delivers to LSEG certain market data feeds which LSEG distributes to its customers. The Company earns license fees and royalties for these feeds.

(2) The Company maintains agreements with LSEG to provide the Company with certain market data, office space, finance, human resources and other administrative services.

11. Fair Value of Financial Instruments and Other Assets

Financial Instruments and Other Assets Measured at Fair Value

The Company’s financial instruments and other assets measured at fair value on the condensed consolidated statements of financial condition as of March 31, 2025 and December 31, 2024 have been categorized based upon the fair value hierarchy as follows:

	Quoted Prices in active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(dollars in thousands)			
As of March 31, 2025				
Assets				
Cash equivalents – Money market funds and other highly liquid investments	$ 1,084,885	$ —	$ —	$ 1,084,885
Other assets – Digital Assets – Canton Coins	—	—	5,375	5,375
Other assets – Investment in available for sale debt securities	—	—	13,627	13,627
Total assets measured at fair value	$ 1,084,885	$ —	$ 19,002	$ 1,103,887
Liabilities				
Payable and due to affiliates – Foreign exchange derivative contracts	$ —	$ 570	$ —	$ 570
Total liabilities measured at fair value	$ —	$ 570	$ —	$ 570
As of December 31, 2024				
Assets				
Cash equivalents – Money market funds and other highly liquid investments	$ 1,117,133	$ —	$ —	$ 1,117,133
Receivable and due from affiliates – Foreign exchange derivative contracts	—	7,844	—	7,844
Other assets – Digital Assets – Canton Coins	—	—	852	852
Other assets – Investment in available for sale debt securities	—	—	10,354	10,354
Total assets measured at fair value	$ 1,117,133	$ 7,844	$ 11,206	$ 1,136,183

Cash Equivalents

The Company’s cash equivalents are classified within level 1 of the fair value hierarchy because they are valued using quoted market prices in active markets.

Investments in Available-for-Sale Debt Securities

In April 2024, the Company made an investment in a convertible note with a principal amount and original amortized cost basis of $10.0 million. The note accrues interest at a rate of 5% per annum, compounded annually, and matures on the earliest to occur of January 19, 2027, an event of default or a change in control as each term is defined in the convertible note. The note and accrued interest will convert to equity securities of the issuer on January 19, 2027, if not previously repaid or converted upon certain defined financing events. The convertible note is accounted for as an available-for-sale debt security and the convertible note and accrued interest is included within other assets on the accompanying condensed consolidated statements of financial condition at a fair value of $13.6 million and $10.4 million as of March 31, 2025 and December 31, 2024, respectively. The convertible note, including accrued interest, had an amortized cost basis of $10.5 million and $10.4 million as of March 31, 2025 and December 31, 2024, respectively. There were no credit losses recorded on the convertible note during the three months ended March 31, 2025. During the three months ended March 31, 2025, there was a $3.2 million unrealized gain recorded as a component of other comprehensive income related to an increase in fair value of the convertible note during the period. The convertible note is classified within level 3 of the fair value hierarchy because the valuation requires assumptions that are both significant and unobservable. The primary methods used to estimate the fair value of the convertible note were a discounted cash flow analysis and a probability-weighted expected return model which incorporated the credit risk of the issuer and scenarios in which the note would convert into equity, the estimated equity value of the issuer and the conversion terms outlined in the convertible note agreement. Significant unobservable inputs included a discount rate of 15%. Significant increases or decreases in the discount rate would have resulted in a significantly lower or higher fair value measurement.

Digital Assets - Canton Coins

The Canton Network is a public-permissioned blockchain network designed with privacy and controls to facilitate the exchange of regulated financial assets. The Canton Network's Global Synchronizer includes a utility token, which is a digital asset called the Canton Coin that is used to pay traffic fees for using the Global Synchronizer, the Canton Network's decentralized interoperability infrastructure. Beginning in the third quarter of 2024, the Company earned and continues to earn Canton Coins for its function as a Super Validator and Validator on the Global Synchronizer, and then generally holds the Canton Coins on its balance sheet for investment purposes and may use Canton Coins to pay fees associated with its own Canton Network activity. During the three months ended March 31, 2025, the Company recognized $0.3 million in other revenue relating to Canton Coins received in exchange for providing services as a Super Validator and Validator. As of March 31, 2025, Canton Coins may only be transferred to other approved participants on the Canton Network and there is no public market for Canton Coins.

The following table presents the Company's Canton Coin holdings as of March 31, 2025 and December 31, 2024:

	March 31, 2025			December 31, 2024		
	Quantity of Coins	Cost Basis	Fair Value	Quantity of Coins	Cost Basis	Fair Value
	(dollars in thousands)					
Canton Coins	1.5 billion	$ 969	$ 5,375	1.2 billion	$ 666	$ 852

The Company's Canton Coin holdings are classified within level 3 of the fair value hierarchy because the valuation requires assumptions that are both significant and unobservable. The Company utilized the assistance of a third-party valuation specialist to determine the fair value of its Canton Coins. Because of the lack of a public market, the fair value was determined using a combination of a development cost approach and a market approach. The Company's valuation of its Canton Coins is highly subjective. As the Company held 1.5 billion and 1.2 billion Canton Coins as of March 31, 2025 and December 31, 2024, respectively, a significant increase or decrease in either the estimated development costs or market price, the weighting of the development cost versus the market approaches, or the discount for lack of marketability applied could have resulted in a significant change to the fair value measurement.

Level 3 Roll Forward

The table below presents a summary of the changes in fair value for level 3 assets during the three months ended March 31, 2025:

	Investment in Available for Sale Debt Securities	Digital Assets	Total Level 3 Assets
		(dollars in thousands)	
Balance - December 31, 2024	$ 10,354	$ 852	$ 11,206
Additions	123	302	425
Dispositions	—	—	—
Total realized and unrealized gains included in other income (loss), net	—	4,221	4,221
Total realized and unrealized gains included in other comprehensive income (loss)	3,150	—	3,150
Balance - March 31, 2025	$ 13,627	$ 5,375	$ 19,002

During the three months ended March 31, 2025, the Company recognized unrealized gains relating to level 3 assets held at March 31, 2025 totaling $4.2 million, included as a component of other income (loss), net on the accompanying condensed consolidated statements of income and $3.2 million included as a component of other comprehensive income on the accompanying condensed consolidated statements of comprehensive income. There were no unrealized or realized gains (losses) relating to level 3 assets recognized during the three months ended March 31, 2024.

There were no material realized gains or realized losses recorded on the disposition of digital assets during the three months ended March 31, 2025.

Foreign Exchange Derivative Contracts

The Company enters into foreign currency forward contracts to mitigate its U.S. dollar and British pound sterling versus euro exposure, generally with a duration of less than 12 months. The valuations for the Company's foreign currency forward contracts are primarily based on the difference between the exchange rate associated with the contract and the exchange rate at the current period end for the tenor of the contract. Foreign currency forward contracts are categorized as Level 2 in the fair value hierarchy. As of March 31, 2025 and December 31, 2024, the counterparty on each of these foreign exchange derivative contracts was an affiliate of LSEG and therefore the corresponding assets or liabilities on such contracts were included in receivable and due from affiliates or payable and due to affiliates, respectively, on the accompanying condensed consolidated statements of financial condition.

The following table summarizes the aggregate U.S. dollar equivalent notional amount of the Company's foreign exchange derivative contracts not designated as hedges for accounting purposes:

	March 31, 2025	December 31, 2024
	(dollars in thousands)	
Foreign currency forward contracts – Gross notional amount	$ 283,976	$ 238,182

The Company's foreign exchange derivative contracts are not designated as hedges for accounting purposes and changes in the fair value of these contracts during the period are recognized in the condensed consolidated statements of income. The total realized and unrealized gains (losses) on foreign exchange derivative contracts recorded within the condensed consolidated statements of income are as follows:

	Three Months Ended March 31,	
	2025	2024
	(dollars in thousands)	
Foreign currency forward contracts not designated in accounting hedge relationship – General and administrative (expenses)/income	$ (6,320)	$ 4,351

Financial Instruments Not Measured at Fair Value

The Company's financial instruments not measured at fair value on the condensed consolidated statements of financial condition as of March 31, 2025 and December 31, 2024 have been categorized based upon the fair value hierarchy as follows:

	Carrying Value	Quoted Prices in active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
As of March 31, 2025			(dollars in thousands)		
Assets					
Cash and restricted cash	$ 222,570	$ 222,570	$ —	$ —	$ 222,570
Receivable from brokers and dealers and clearing organizations	135,760	—	135,760	—	135,760
Deposits with clearing organizations	102,048	102,048	—	—	102,048
Accounts receivable	271,505	—	271,505	—	271,505
Other assets – Memberships in clearing organizations	3,126	—	—	3,126	3,126
Total	$ 735,009	$ 324,618	$ 407,265	$ 3,126	$ 735,009
Liabilities					
Payable to brokers and dealers and clearing organizations	$ 104,799	$ —	$ 104,799	$ —	$ 104,799
Total	$ 104,799	$ —	$ 104,799	$ —	$ 104,799
As of December 31, 2024					
Assets					
Cash and restricted cash	$ 224,169	$ 224,169	$ —	$ —	$ 224,169
Receivable from brokers and dealers and clearing organizations	67,805	—	67,805	—	67,805
Deposits with clearing organizations	54,702	54,702	—	—	54,702
Accounts receivable	222,268	—	222,268	—	222,268
Other assets – Memberships in clearing organizations	2,918	—	—	2,918	2,918
Total	$ 571,862	$ 278,871	$ 290,073	$ 2,918	$ 571,862
Liabilities					
Payable to brokers and dealers and clearing organizations	$ 67,816	$ —	$ 67,816	$ —	$ 67,816
Total	$ 67,816	$ —	$ 67,816	$ —	$ 67,816

The carrying value of financial instruments not measured at fair value classified within level 1 or level 2 of the fair value hierarchy approximates fair value because of the relatively short term nature of the underlying assets or liabilities. The memberships in clearing organizations, which are included in other assets on the condensed consolidated statements of financial condition, are classified within level 3 of the fair value hierarchy because the valuation requires assumptions that are both significant and unobservable.

Financial Instruments Without Readily Determinable Fair Values

Included in other assets on the condensed consolidated statements of financial condition are minority equity investments in various companies without readily determinable fair values of $17.8 million as of both March 31, 2025 and December 31, 2024. These equity investments are subject to general contractual sale restrictions that prohibit the transfer or sale of the investment without prior consent of the investee.

12. Credit Risk

Cash and cash equivalents includes cash and highly liquid investments held by a limited number of global financial institutions, including cash amounts in excess of federally insured limits. To mitigate this concentration of credit risk, the Company invests through high-credit-quality financial institutions, monitors the concentration of credit exposure of investments with any single obligor and diversifies as determined appropriate.

In the normal course of business the Company, as agent, executes transactions with, and on behalf of, other brokers and dealers. If the agency transactions do not settle because of failure to perform by either counterparty, the Company will recognize a receivable from (and a matching payable to) brokers and dealers and clearing organizations for the proceeds from the unsettled transaction, until the failed transaction settles. The Company may be obligated to discharge the obligation of the non-performing party and, as a result, may incur a loss if the market value of the security is different from the contract amount of the transaction. However, from time to time, the Company enters into repurchase and/or reverse repurchase agreements to facilitate the clearance of securities relating to fails to deliver or receive. The Company seeks to manage credit exposure related to these agreements to repurchase (or reverse repurchase), including the risk related to a decline in market value of collateral (pledged or received), by entering into agreements to repurchase with overnight or short-term maturity dates and only entering into repurchase transactions with netting members of the Fixed Income Clearing Corporation ("FICC"). The FICC operates a continuous net settlement system, whereby as trades are submitted and compared, the FICC becomes the counterparty.

The Company self-clears U.S. Treasury trades executed by non-FICC members on the Company's wholesale trading platform. The number of self-cleared trades that settle over the fed wire, instead of FICC clearing, may impact the number of U.S. Treasury failed settlement transactions. As of March 31, 2025, the Company recorded a $135.8 million receivable and a $104.8 million payable from/to brokers and dealers and clearing organizations related to failed settlement transactions and the Company self-funded the remaining $31.0 million difference between the fail to deliver and fail to receive. All of the above failed settlement transactions outstanding as of March 31, 2025 were fully settled during April 2025.

Additionally, in the normal course of business, the Company, as an introducing broker, executes transactions on behalf of or with clients of the Company, which are cleared by a clearing broker. As between the Company and the clearing broker, the Company is responsible for losses that may result from the clearing broker's rejection, reversal or cancellation of a transaction. If there are temporary errors or delays in the processing or settlement of transactions, the clearing broker may require, usually with two business days notice, that the Company provide cash deposits until the errors are resolved.

A substantial number of the Company's transactions are collateralized and executed with, and on behalf of, a limited number of broker-dealers. The Company's exposure to credit risk associated with the nonperformance of these clients in fulfilling their contractual obligations pursuant to securities transactions can be directly impacted by volatile trading markets which may impair the clients' ability to satisfy their obligations to the Company.

The Company does not expect nonperformance by counterparties in the above situations. However, the Company's policy is to monitor its market exposure and counterparty risk. In addition, the Company has a policy of reviewing, as considered necessary, the credit standing of each counterparty with which it conducts business.

Allowance for Credit Losses

The Company may be exposed to credit risk regarding its receivables, which are primarily receivables from financial institutions, including investment managers and broker-dealers. The Company maintains an allowance for credit losses based upon an estimate of the amount of potential credit losses in existing accounts receivable, as determined from a review of aging schedules, past due balances, historical collection experience and other specific account data. Careful analysis of the financial condition of the Company's counterparties is also performed.

Account balances are pooled based on the following risk characteristics:

- Geographic location
- Transaction fee type (billing type)
- Legal entity

An allowance for credit losses is also recognized for any credit impairment for available-for-sale debt securities.

Write-Offs

Once determined uncollectible, aged balances are written off against the allowance for credit losses. This determination is based on careful analysis of individual receivables and aging schedules, which are disaggregated based on the risk characteristics described above. Based on current policy, this generally occurs when the receivable is 360 days past due.

As of March 31, 2025 and December 31, 2024, the Company maintained an allowance for credit losses with regard to its receivables of $0.3 million and $0.4 million, respectively. For the three months ended March 31, 2025, recoveries resulted in a reversal of credit loss expense totaling $166,000 and for the three months ended March 31, 2024, credit loss expense was $8,000.

13. Commitments and Contingencies

From time to time, the Company is subject to various claims, lawsuits and other legal proceedings, including reviews, investigations and proceedings by governmental and self-regulatory agencies regarding its business. While the ultimate resolution of these matters cannot presently be determined, the Company does not believe that, taking into account any applicable insurance coverage, any of the pending legal proceedings, could reasonably be expected to have a material adverse effect on its business, financial condition or results of operations.

In the normal course of business, the Company enters into agreements with its clients which provide the clients with indemnification rights, including in the event that the electronic marketplaces of the Company infringe upon the intellectual property or other proprietary right of a third party. The Company's exposure under these agreements is unknown as this would involve estimating future claims against the Company which have not yet occurred. However, based on its experience, the Company expects the risk of a material loss to be remote.

The Company was dismissed from a class action relating to an interest rate swaps matter in 2017, but that matter continues against the remaining defendant financial institutions with respect to the case brought by certain swap execution facilities.

The Company records its best estimate of a loss, including estimated defense costs, when the loss is considered probable and the amount of such loss can be reasonably estimated. Based on its experience, the Company believes that the amount of damages claimed in a legal proceeding is not a meaningful indicator of the potential liability. At this time, the Company cannot reasonably predict the timing or outcomes of, or estimate the amount of loss, or range of loss, if any, related to its pending legal proceedings, and therefore does not have any contingency reserves established for any of these matters.

Revolving Credit Facility

On November 21, 2023, the Company entered into a five year, $500.0 million unsecured revolving credit facility (the "2023 Revolving Credit Facility") with a syndicate of banks, which replaced its $500.0 million secured credit facility entered into on April 8, 2019.

The 2023 Revolving Credit Facility provides borrowing capacity to be used to fund ongoing working capital needs, letters of credit and for general corporate purposes, including potential future acquisitions and expansions. Subject to the satisfaction of certain conditions, the Company is able to increase the 2023 Revolving Credit Facility by $250.0 million with the consent of the lenders participating in the increase. Borrowings under the 2023 Revolving Credit Facility may be, at the option of the Company, in US Dollars, Euros or Sterling. The 2023 Revolving Credit Facility also provides for the issuance of up to $5.0 million of letters of credit as well as borrowings on same-day notice, referred to as swingline loans, in an amount of up to $50.0 million. The 2023 Revolving Credit Facility will mature on November 21, 2028.

Borrowings under the 2023 Revolving Credit Facility bear interest at a rate equal to, at the Company's option, either (a) a base rate equal to the greatest of (i) the administrative agent's prime rate, (ii) the federal funds effective rate plus ½ of 1.00% and (iii) one month Term SOFR plus 1.00% plus a credit adjustment spread of 0.10%, in each case plus a margin based on the Company's consolidated net leverage ratio ranging from 0.25% to 0.75%, or (b) a rate equal to (i) in the case of borrowings in US Dollars, Term SOFR plus a credit adjustment spread of 0.10%, subject to a 0.00% floor, (ii) in the case of borrowings in Sterling, SONIA subject to a 0.00% floor, and (iii) in the case of borrowings in Euros, EURIBOR, subject to a 0.00% floor, in each case plus a margin based on the Company's consolidated net leverage ratio ranging from 1.25% to 1.75%. The agreement that governs the 2023 Revolving Credit Facility also includes a commitment fee of 0.25% for available but unborrowed amounts and other administrative fees that are payable quarterly. Financial covenant requirements include maintaining minimum ratios related to interest coverage and leverage.

As of March 31, 2025, there were no letters of credit issued and no borrowings outstanding under the 2023 Revolving Credit Facility. As of December 31, 2024, there were $0.5 million in letters of credit issued and no borrowings outstanding under the 2023 Revolving Credit Facility.

Leases

The Company has operating leases for corporate offices and data centers with initial lease terms ranging from one to 10 years. The following table presents the future minimum lease payments and the maturity of lease liabilities as of March 31, 2025:

	Amount (dollars in thousands)
Reminder of 2025	9,266
2026	9,697
2027	9,085
2028	3,663
2029	3,356
Thereafter	221
Total future lease payments	35,288
Less imputed interest	(3,017)
Lease liability	$ 32,271

The lease payments above exclude $159.2 million of future minimum lease payments for a lease signed but not yet commenced as of March 31, 2025. This lease, for the Company's New York City headquarters, is expected to commence in mid-2025 and has an expected initial lease term of approximately 16 years.

14. Earnings Per Share

The following table summarizes the calculations of basic and diluted earnings per share of Class A and Class B common stock for Tradeweb Markets Inc.:

	Three Months Ended March 31,	
	2025	2024
	(dollars in thousands, except per share amounts)	
Numerator:		
Net income attributable to Tradeweb Markets Inc.	$ 148,382	$ 126,142
Less: Distributed and undistributed earnings allocated to participating securities (1)	(129)	(95)
Net income attributable to outstanding shares of Class A and Class B common stock - Basic and Diluted	$ 148,253	$ 126,047
Denominator:		
Weighted average shares of Class A and Class B common stock outstanding - Basic	213,087,496	212,709,872
Dilutive effect of PRSUs	434,441	500,978
Dilutive effect of options	289,873	599,574
Dilutive effect of RSUs and RSAs	553,747	444,066
Dilutive effect of PSUs	529,861	406,363
Weighted average shares of Class A and Class B common stock outstanding - Diluted	214,895,418	214,660,853
Earnings per share - Basic	$ 0.70	$ 0.59
Earnings per share - Diluted	$ 0.69	$ 0.59

(1) During the three months ended March 31, 2025 and 2024, there was a total of 185,309 and 159,957, respectively, weighted average unvested or unsettled vested stock awards that were considered a participating security for purposes of calculating earnings per share in accordance with the two-class method.

LLC Interests held by Continuing LLC Owners are redeemable in accordance with the TWM LLC Agreement, at the election of such holders, for shares of Class A or Class B common stock, as applicable, of Tradeweb Markets Inc. The potential dilutive effect of LLC Interests held by Continuing LLC Owners are evaluated under the if-converted method. The potential dilutive effect of PRSUs, shares underlying options, RSUs, RSAs and PSUs are evaluated under the treasury stock method.

The following table summarizes the PRSUs, shares underlying options, RSUs, RSAs, PSUs and weighted-average LLC Interests held by Continuing LLC Owners that were anti-dilutive for the periods indicated. As a result, these shares, which were outstanding, were excluded from the computation of diluted earnings per share for the periods indicated:

	Three Months Ended March 31,	
	2025	2024
Anti-dilutive Shares:		
PRSUs	—	—
Options	—	—
RSUs and RSAs	240,797	426,980
PSUs	—	—
LLC Interests	23,070,027	23,077,973

Shares of Class C and Class D common stock do not have economic rights in Tradeweb Markets Inc. and, therefore, are not included in the calculation of basic earnings per share and are not participating securities for purposes of the computation of diluted earnings per share.

15. Regulatory Capital Requirements

TWL, DW, TWD and ICDLC are subject to the Uniform Net Capital Rule 15c3-1 under the Exchange Act. TEL, TESL and ICDLT are subject to certain financial resource requirements with the FCA in the UK, TWJ is subject to certain financial resource requirements with the FCA in Japan, TWEU and TESBV are subject to certain financial resource requirements with the AFM in the Netherlands, ICDEU is subject to certain financial resource requirements with the CMVM in Portugal, YB is subject to certain financial resource requirements with ASIC in Australia and TDIFC is subject to certain financial resource requirements with DFSA in the Dubai International Financial Centre. At March 31, 2025 and December 31, 2024, the regulatory capital requirements and regulatory capital for these entities are as follows:

	March 31, 2025			December 31, 2024		
	Regulatory Capital	Regulatory Capital Requirement	Excess Regulatory Capital	Regulatory Capital	Regulatory Capital Requirement	Excess Regulatory Capital
	(dollars in thousands)					
TWL	$ 59,460	$ 3,280	$ 56,180	$ 63,532	$ 3,646	$ 59,886
DW	212,023	3,205	208,818	204,134	4,359	199,775
TWD	48,279	1,585	46,694	52,808	1,208	51,600
TEL	90,696	33,465	57,231	56,152	32,499	23,653
TWJ	11,572	2,543	9,029	3,589	2,841	748
TWEU	8,393	7,109	1,284	8,073	6,838	1,235
TESL	5,926	970	4,956	5,755	942	4,813
TESBV	3,278	1,432	1,846	1,591	1,377	214
YB	5,374	200	5,174	11,677	—	11,677
TDIFC	250	30	220	250	30	220
ICDLC	12,889	625	12,264	20,845	594	20,251
ICDLT	8,059	3,086	4,973	6,504	2,997	3,507
ICDEU	513	156	357	523	150	373

As SEFs, TW SEF and DW SEF are required to maintain adequate financial resources and liquid financial assets in accordance with CFTC regulations. The required and maintained financial resources and liquid financial assets at March 31, 2025 and December 31, 2024 are as follows:

	March 31, 2025			December 31, 2024		
	Financial Resources	Required Financial Resources	Excess Financial Resources	Financial Resources	Required Financial Resources	Excess Financial Resources
	(dollars in thousands)					
TW SEF	$ 67,554	$ 17,500	$ 50,054	$ 50,974	$ 16,500	$ 34,474
DW SEF	13,883	9,096	4,787	14,083	9,062	5,021

	March 31, 2025			December 31, 2024		
	Liquid Financial Assets	Required Liquid Financial Assets	Excess Liquid Financial Assets	Liquid Financial Assets	Required Liquid Financial Assets	Excess Liquid Financial Assets
	(dollars in thousands)					
TW SEF	$ 21,728	$ 4,375	$ 17,353	$ 28,163	$ 4,125	$ 24,038
DW SEF	7,971	2,274	5,697	9,956	2,266	7,690

16. Business Segment and Geographic Information

The Company operates electronic marketplaces for the trading of products across the rates, credit, equities and money markets asset classes and provides related pre-trade and post-trade services. Through its electronic marketplaces, the Company facilitates trading by clients across the institutional, wholesale, retail and corporates client sectors and builds comprehensive market data sets that it is able to separately sell to clients, primarily LSEG, as incremental market data revenue. Because of the highly integrated nature of these marketplaces and services and the global financial markets in which the Company competes, the Chief Operating Decision Maker (the "CODM") reviews financial information on a global consolidated basis for purposes of making operating decisions, allocating resources and evaluating financial performance. As such, the Company has determined it operates as one operating segment and one reportable segment.

Consolidated net income is the measure of segment profit most consistent with U.S. GAAP that is regularly reviewed by the CODM to allocate resources and assess performance. Significant expense categories included in consolidated net income that are regularly provided to the CODM include employee compensation and benefits, technology and communications, general and administrative, professional fees and occupancy, each as presented on the accompanying condensed consolidated statements of income.

Information regarding revenue from external clients by client sector, significant segment expenses and consolidated net income is as follows:

	Three Months Ended March 31,	
	2025	2024
	(dollars in thousands)	
Revenues		
Institutional	$ 308,071	$ 247,337
Wholesale	102,287	97,211
Retail	35,895	35,169
Corporates	24,717	—
Market Data	38,707	29,022
Total revenue	509,677	408,739
Less:		
Employee compensation and benefits	176,877	143,087
Technology and communications	28,728	21,310
General and administrative	19,740	10,854
Professional fees	12,458	11,800
Occupancy	5,074	4,673
Other segment items (1)	98,495	73,633
Net income	$ 168,305	$ 143,382

(1) Other segment items include depreciation and amortization, the tax receivable agreement liability adjustment, interest income, interest expense, other (income) loss, net and provision for income taxes, each as presented on the accompanying condensed consolidated statements of income.

The Company operates in the U.S. and internationally, primarily in the Europe, Asia and Australia regions. Variable revenues are generally attributed to geographic area based on the jurisdiction where the underlying transactions take place. The attribution of fixed revenues may vary by revenue and contract type. Given the global nature of the financial markets in which we operate and our clients' worldwide businesses and contracts, the results by geographic region and allocation of revenues to individual countries are not necessarily meaningful in understanding the Company's business.

The measure of segment assets is reported on the accompanying consolidated statements of financial condition as total consolidated assets. Total expenditures for additions to long-lived assets are as reported on the accompanying consolidated statements of cash flows. Long-lived assets are attributed to the geographic area based on the location of the particular subsidiary.

The following table provides revenue by geographic area:

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
	(dollars in thousands)	
Revenues		
U.S.	$ 297,881	$ 254,098
International	211,796	154,641
Total revenue	$ 509,677	$ 408,739

The following table provides information on the attribution of long-lived assets by geographic area:

	March 31, 2025	December 31, 2024
	(dollars in thousands)	
Long-lived assets		
U.S.	$ 4,731,389	$ 4,777,770
International	27,036	29,478
Total	$ 4,758,425	$ 4,807,248

17. Subsequent Events

On April 30, 2025, the board of directors of Tradeweb Markets Inc. declared a cash dividend of $0.12 per share of Class A common stock and Class B common stock for the second quarter of 2025. This dividend will be payable on June 16, 2025 to stockholders of record as of June 2, 2025.

On April 30, 2025, Tradeweb Markets Inc., as the sole manager, approved a distribution by TWM LLC to its equityholders, including Tradeweb Markets Inc., in an aggregate amount of $52.4 million, as adjusted by required state and local tax withholdings that will be determined prior to the record date of June 2, 2025, payable on June 12, 2025.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with "Basis of Presentation," "Use of Non-GAAP Financial Measures" and our unaudited condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from the results described in or implied by the forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those identified below and those discussed in the section titled "Cautionary Note Regarding Forward-Looking Statements" included elsewhere in this Quarterly Report on Form 10-Q and the section titled "Item 1A. Risk Factors" in Part I of the 2024 Form 10-K.

Overview

We are a leader in building and operating electronic marketplaces for our global network of more than 3,000 clients across the financial ecosystem. Our network is comprised of clients across the institutional, wholesale, retail and corporates client sectors, including many of the largest global asset managers, hedge funds, insurance companies, central banks, banks and dealers, proprietary trading firms, retail brokerage and financial advisory firms, regional dealers and corporations. Our marketplaces facilitate trading across a range of asset classes, including rates, credit, equities and money markets. We are a global company serving clients in over 85 countries with offices in North America, South America, Europe, Australia, Asia and the Middle East. We believe our proprietary technology and culture of collaborative innovation allow us to adapt our offerings to enter new markets, create new platforms and solutions and adjust to regulations quickly and efficiently. We support our clients by providing solutions across the trade lifecycle, including pre-trade, execution, post-trade and data and analytics.

Our institutional client sector serves institutional investors in over 85 countries around the globe and across over 30 currencies. We connect institutional investors with pools of liquidity using our flexible order and trading systems. Our clients trust the integrity of our markets and recognize the value they get by trading electronically: enhanced transparency, competitive pricing, efficient trade execution and regulatory compliance.

In our wholesale client sector, we provide a broad range of electronic, voice and hybrid platforms to dealers and financial institutions trading on our electronic or hybrid markets with our Dealerweb platform. This platform was launched in 2008 following the acquisition of inter-dealer broker Hilliard Farber & Co., Inc. In 2011, we acquired the brokerage assets of Rafferty Capital Markets and in June 2021, we acquired Nasdaq's U.S. fixed income electronic trading platform (formerly known as eSpeed) (the "NFI Acquisition"). Today, Dealerweb actively competes across a range of rates, credit, money markets, derivatives and equity markets.

In our retail client sector, we provide advanced trading solutions for financial advisory firms and traders with our Tradeweb Direct platform. We entered the retail sector in 2006 and launched our Tradeweb Direct platform following the 2013 acquisition of BondDesk Group LLC, which was built to bring innovation and efficiency to the wealth management community. Tradeweb Direct provides financial advisory firms access to live offerings, accurate pricing in the marketplace and fast execution.

In our corporates client sector, we provide comprehensive investment technology and research solutions tailored to the needs of corporate treasury organizations globally. These solutions enable efficient trading of institutional money market funds and other short-term investments. We expanded into the corporates client sector through our acquisition of Institutional Cash Distributors ("ICD") on August 1, 2024 (the "ICD Acquisition"). The addition of ICD to our network broadened our product suite, further diversified our client and revenue base and strengthened our position in the corporate treasury space, enabling us to provide a more comprehensive range of liquidity management tools and services.

Our markets are large and growing. Electronic trading continues to increase across the markets in which we operate as a result of market demand for greater transparency, higher execution quality, operational efficiency and lower costs, as well as regulatory changes. We believe our deep client relationships, asset class breadth, geographic reach, regulatory knowledge and scalable technology position us to continue to be at the forefront of the evolution of electronic trading. Our platforms provide transparent, efficient, cost-effective and compliant trading solutions across multiple products, regions and regulatory regimes. As market participants seek to trade across multiple asset classes, reduce their costs of trading and increase the effectiveness of their trading, including through the use of data and analytics, we believe the demand for our platforms and electronic trading solutions will continue to grow.

Trends and Other Factors Impacting Our Performance

Acquisitions

From time to time, we may evaluate potential acquisitions and engage in discussions and negotiations regarding potential acquisitions. Our revenues and profitability are affected by our acquisition activity, including the speed and cost at which we successfully integrate completed acquisitions into our existing business operations.

On August 1, 2024, we completed our acquisition of ICD. ICD revenues of $24.7 million and operating income of $0.9 million, including $11.2 million of depreciation and amortization expense, were included in our condensed consolidated statements of income for the three months ended March 31, 2025. See Note 4 – Acquisitions to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional details of this acquisition.

Economic Environment

Our business is impacted by the overall market activity and, in particular, trading volumes and market volatility. Lower volatility may result in lower trading volume for our clients and may negatively impact our operating performance and financial condition. Factors that may impact market activity in 2025 include, among other things, evolving monetary policies of central banks, economic, political and social conditions, legislative, regulatory or government policy changes, including recent and potential future changes in tariffs, international trade agreements or trade policies and other potential material changes to prior laws, rules and regulations, guidance and enforcement stances, and concerns with respect to the banking industry, including as a result of any bank failures.

Because the majority of our financial assets are short-term in nature, they are not significantly affected by inflation. However, the rate of inflation may affect our expenses, such as employee compensation and benefits, technology and communication expenses and occupancy costs, which may not be readily recoverable in the prices of our services. We believe any effects of inflation on our results of operations and financial condition have not been significant during any of the periods presented in this Quarterly Report on Form 10-Q. To the extent inflation, along with other factors, continues to result in elevated interest rates and has other adverse effects on the securities markets and the overall economy, it may adversely affect our results of operations and financial condition.

While our business is impacted by the overall activity of the market and market volatility, our revenues consist of a mix of fixed and variable fees that partially mitigates this impact. More importantly, we are actively engaged in the further electronification of trading activities, which will help mitigate this impact as we believe secular growth trends can partially offset market volatility risk.

Regulatory Environment

Our business is subject to extensive regulations in the United States and internationally, which may expose us to significant regulatory risk and cause additional legal costs to ensure compliance. The existing legal framework that governs the financial markets is periodically reviewed and amended, typically resulting in enforcement of new laws and regulations that apply to our business. The regulatory environment in the United States and abroad may be subject to future legislative and regulatory changes driven by current U.S. and global issues and priorities. Legislative and regulatory changes may include the promulgation of new or revised laws and regulations, or the adoption of changes in the interpretation of or the repeal of existing laws and regulations, or the abandonment of any pending legislative or regulatory proposals. The impact of any changes in the legal or regulatory landscape on us and our operations generally remains uncertain. Compliance with regulations may require us to dedicate additional financial and operational resources, which may adversely affect our profitability. In addition, compliance with regulations may require our clients to dedicate significant financial and operational resources, which may negatively affect their ability to pay our fees and use our platforms and, as a result, our profitability. However, under certain circumstances regulation may increase demand for our platforms and solutions, and we believe we are well positioned to benefit from any potential increased electronification due to regulatory changes as market participants seek platforms that meet regulatory requirements and solutions that help them comply with their regulatory obligations. Currently, we believe that uncertainty and potential delays around the final form of certain new rules and regulations may negatively impact our clients and trading volumes in certain markets in which we transact, although a relaxation of or the amendment of existing rules and requirements could potentially have a positive impact on certain markets.

Competitive Environment

We and our competitors compete to introduce innovations in market structure and new electronic trading capabilities. While we endeavor to be a leader in innovation, new trading capabilities of our competitors are also adopted by market participants. On the one hand, this increases liquidity and electronification for all participants, but it also puts pressure on us to further invest in our technology and to innovate to ensure the continued growth of our network of clients and continued improvement of liquidity, electronic processing and pricing on our platforms. Our ability to compete is influenced by key factors such as (i) developments in trading platforms and solutions, (ii) the liquidity we provide on transactions, (iii) the transaction costs we incur in providing our solutions, (iv) the efficiency in execution of transactions on our platforms, (v) our ability to hire and retain talent, (vi) our ability to pursue strategic acquisitions and alliances and (vii) our ability to maintain the security of our platforms and solutions. Our competitive position is also influenced by the familiarity and integration of our clients with our electronic, voice and hybrid systems. When either a client wants to trade in a new product or we want to introduce a new product, trading protocol or other solution, we believe we benefit from our clients' familiarity with our offerings as well as our integration into their order management systems and back offices.

Technology and Cybersecurity Environment

Our business and its success are largely impacted by the introduction of increasingly complex and sophisticated technology systems and infrastructures and new business models. Offering specialized trading venues and solutions through the development of new and enhanced platforms is essential to maintaining our level of competitiveness in the market and attracting new clients seeking platforms that provide advanced automation and better liquidity. We believe we will continue to increase demand for our platforms and solutions and the volume of transactions on our platforms, and thereby enhance our client relationships, by responding to new trading and information requirements through utilizing technological advances and emerging industry standards and practices in an effective and efficient way. We plan to continue to focus on and invest in technology infrastructure initiatives and continually improve and expand our platforms and solutions to further enhance our market position.

We experience cyber-threats and attempted security breaches. If these were successful, these cybersecurity incidents could impact revenue and operating income and increase costs. We therefore continue to make investments to strengthen our cybersecurity infrastructure, which may result in increased costs.

Foreign Currency Exchange Rate Environment

We earn revenues, pay expenses, hold assets and incur liabilities in currencies other than the U.S. dollar. Accordingly, fluctuations in foreign currency exchange rates can affect our results of operations from period to period. In particular, fluctuations in exchange rates for non-U.S. dollar currencies may reduce the U.S. dollar value of revenues, earnings and cash flows we receive from non-U.S. markets, increase our operating expenses (as measured in U.S. dollars) in those markets, negatively impact our competitiveness in those markets or otherwise adversely impact our results of operations or financial condition. Future fluctuations of foreign currency exchange rates and their impact on our results of operations and financial condition are inherently uncertain. As we continue to grow the size of our global operations, these fluctuations may be material. See Part I, Item 3. "Quantitative and Qualitative Disclosures About Market Risk — Foreign Currency and Derivative Risk" elsewhere in this Quarterly Report on Form 10-Q.

Taxation

In connection with the Reorganization Transactions, we became the sole manager of TWM LLC. As a result, beginning with the second quarter of 2019, we became subject to U.S. federal, state and local income taxes with respect to our allocable share of any taxable income of TWM LLC and are taxed at prevailing corporate tax rates. Our actual effective tax rate is impacted by our ownership share of TWM LLC, which has increased over time primarily due to Continuing LLC Owners redeeming or exchanging their LLC Interests for shares of Class A common stock or Class B common stock, as applicable, and our purchase of LLC Interests from Continuing LLC Owners. Furthermore, in connection with the IPO, we entered into the Tax Receivable Agreement pursuant to which we began to make payments in January 2021, and we expect future payments to be significant. We intend to continue to cause TWM LLC to make distributions in an amount sufficient to allow us to pay our tax obligations, operating expenses, including payments under the Tax Receivable Agreement, and our quarterly cash dividends, as and when declared by our board of directors.

On August 16, 2022, the Inflation Reduction Act of 2022 ("IRA") was signed into law. The IRA established a 15% corporate alternative minimum tax ("CAMT") effective for taxable years beginning after December 31, 2022, and imposed a 1% excise tax on the repurchase after December 31, 2022 of stock by publicly traded U.S. corporations. The 1% excise tax did not have an impact on the Company's financial condition, results of operations and cash flows as of and for the three months ended March 31, 2025 or 2024. The Company is subject to the current 15% CAMT, however, it did not have an impact on the Company's effective tax rate for the three months ended March 31, 2025 or 2024. The IRA also did not have an impact to our non-GAAP adjusted effective tax rate used for purposes of calculating our non-GAAP measure of Adjusted Net Income for the three months ended March 31, 2025 and 2024.

On October 8, 2021, the Organization for Economic Cooperation and Development announced an accord endorsing and providing an implementation plan focused on global profit allocation, and implementing a global minimum tax rate of at least 15% for large multinational corporations on a jurisdiction-by-jurisdiction basis, known as the “Two Pillar Plan.” On December 15, 2022, the European Council formally adopted a European Union directive on the implementation of the plan which became effective for the Company beginning on January 1, 2024. The Company falls under the provisions of the Two Pillar Plan and related tax impacts per local country adoption as it is a consolidating subsidiary of LSEG. The Two Pillar Plan did not have an impact on the Company’s financial condition, results of operations and cash flows as of and for the three months ended March 31, 2025 or 2024.

Components of our Results of Operations

Revenues

Our revenue is derived primarily from transaction fees, commissions, subscription fees and market data fees.

Transaction Fees and Commissions

We earn transaction fees and/or commissions from transactions executed on our trading platforms on both a variable and fixed price basis, which vary by geographic region, product type and trade size. For most of our products, clients pay both fixed minimum monthly transaction fees and variable transaction fees on a per transaction basis in excess of the monthly minimum. Clients may also pay a subscription fee in addition to or instead of the minimum monthly transaction fees. For other products, instead of a minimum monthly transaction fee, clients may pay a fixed transaction fee or only a variable transaction fee on a per transaction basis. We also earn commission revenue from our electronic and voice brokerage services on a riskless principal basis. Riskless principal revenues are derived on matched principal transactions where revenues are earned on the spread between the buy and sell price of the transacted product. For to-be-announced mortgage backed securities (“TBA-MBS”), U.S. Treasury and repurchase agreement transactions executed by our wholesale clients, we also generate revenue from fixed commissions that are generally invoiced monthly.

For variable transaction fees and commissions, we charge clients based on the mix of products traded and the volume of transactions executed. Transaction volume is determined by using a measure of the notional volume of the products traded, a count of the number of trades or, in the case of the ICD Portal, the client’s average daily balance (“ADB”) invested in the money market funds during a calendar month. Because transaction fees and commissions are sometimes subject to plans with tiered pricing based on product mix, volume, monthly minimums and monthly maximum fee caps, average variable fees per million dollars of volume traded generated for a client may vary each month depending on the mix of products and volume traded. Furthermore, because transaction fees and commissions vary by geographic region, product type and trade size, our revenues may not correlate with volume growth.

The mix between fixed and variable revenue may change overtime. During the remainder of 2025, we expect to see a shift in a portion of revenues from variable to fixed based on current and expected changes in certain contracts, including the introduction of minimum fee floors into certain existing variable fee plans, however over time, we expect these changes to be neutral to total revenue and ultimately accretive to long-term market share and revenues.

Subscription Fees

We earn subscription fees primarily for granting clients access to our markets for trading and market data. For a limited number of products, we only charge subscription fees and no transaction fees or commissions. Subscription fees are generally charged on a fixed price basis.

For purposes of our discussion of our results of operations, we include LSEG market data fees in subscription fees. We earn fixed license fees from our market data license agreement with LSEG. We also earn a revenue share for certain data services which are provided to LSEG and then sold by LSEG to its customers. Our revenue share revenues may fluctuate from period to period depending on the revenue achieved by LSEG during the applicable fee earning period.

Operating Expenses

Employee Compensation and Benefits

Employee compensation and benefits expense consists of wages, employee benefits, bonuses, commissions, stock-based compensation cost and related taxes. Factors that influence employee compensation and benefits expense include revenue and earnings growth, hiring or acquiring new employees and trading activity which generates broker commissions. We expect employee compensation and benefits expense to increase as we hire or acquire additional employees to support revenue and earnings growth. As a result, employee compensation and benefits can vary from period to period.

Depreciation and Amortization

Depreciation and amortization expense consists of costs relating to the depreciation and amortization of acquired and internally developed software, other intangible assets, leasehold improvements, furniture and equipment.

General and Administrative

General and administrative expense consists of travel and entertainment, marketing, value-added taxes, state use taxes, foreign currency transaction gains and losses, gains and losses on foreign exchange derivative contracts entered into for foreign exchange risk management purposes relating to operating activities, charitable contributions, other administrative expenses and credit loss expense. We expect general and administrative expense to increase as we expand the number of our employees and product offerings and grow our operations.

Technology and Communications

Technology and communications expense consists of costs relating to software and hardware maintenance, our internal network connections, data center costs, clearance and other trading platform related transaction costs and data feeds provided by third-party service providers, including LSEG. Factors that influence technology and communications expense include trading volumes and our investments in innovation, data strategy and cybersecurity.

Professional Fees

Professional fees consist primarily of accounting, tax and legal fees and fees paid to technology and software consultants to maintain our trading platforms and infrastructure, as well as costs related to business acquisition transactions.

Occupancy

Occupancy expense consists of operating lease rent and related costs for office space and data centers leased in North America, South America, Europe, Australia, Asia and the Middle East. We expect occupancy expense to increase as our space needs grow in line with our global expansion.

Tax Receivable Agreement Liability Adjustment

The tax receivable agreement liability adjustment reflects changes in the tax receivable agreement liability recorded in our condensed consolidated statements of financial condition as a result of changes in the mix of earnings, tax legislation and tax rates in various jurisdictions which impacted our estimated future tax savings.

Interest Income

Interest income consists primarily of interest earned from our cash deposited with large commercial banks and money market funds, as well as interest earned from our investments in available-for-sale debt securities.

Interest Expense

Interest expense consists primarily of any interest expense incurred or payable on our tax receivable agreement liability, commitment fees payable on, and, if applicable, interest payable on any borrowings outstanding under our credit facility and amortization of deferred financing costs.

Other Income (Loss), Net

Other income (loss), net consists of any income or loss earned from investments, any mark-to-market adjustments or impairments recorded on investments, unrealized and realized gain/loss on foreign exchange derivative contracts entered into for foreign exchange risk management purposes relating to investing activities and any other non-operating items.

Income Taxes

We are subject to U.S. federal, state and local income taxes with respect to our taxable income, including our allocable share of any taxable income of TWM LLC, and are taxed at prevailing corporate tax rates. TWM LLC is a multiple member limited liability company taxed as a partnership and accordingly any taxable income generated by TWM LLC is passed through to and included in the taxable income of its members, including to us. Income taxes also include unincorporated business taxes on income earned or losses incurred for conducting business in certain state and local jurisdictions, income taxes on income earned or losses incurred in foreign jurisdictions on certain operations and federal and state income taxes on income earned or losses incurred, both current and deferred, on subsidiaries that are taxed as corporations for U.S. tax purposes.

Net Income Attributable to Non-Controlling Interests

We are the sole manager of TWM LLC. As a result of this control, and because we have a substantial financial interest in TWM LLC, we consolidate the financial results of TWM LLC and report a non-controlling interest in our condensed consolidated financial statements, representing the economic interests of TWM LLC held by Continuing LLC Owners. Income or loss is attributed to the non-controlling interests based on the relative ownership percentages of LLC Interests held during the period by us and any Continuing LLC Owners.

LLC Interests held by Continuing LLC Owners are redeemable in accordance with the TWM LLC Agreement, at the election of such holders, for newly issued shares of Class A common stock or Class B common stock, as the case may be, on a one-for-one basis. In the event of such election by a Continuing LLC Owner, we may, at our option, effect a direct exchange of Class A common stock or Class B common stock for such LLC Interests of such Continuing LLC Owner in lieu of such redemption. In connection with any redemption or exchange, we will receive a corresponding number of LLC Interests, increasing our total ownership interest in TWM LLC. As of March 31, 2025, we owned 90.2% of TWM LLC and Continuing LLC Owners owned the remaining 9.8% of TWM LLC.

Results of Operations

For the Three Months Ended March 31, 2025 and Three Months Ended March 31, 2024

The following table sets forth a summary of our statements of income for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Total revenue	$ 509,677	$ 408,739	$ 100,938	24.7 %
Total expenses	305,576	241,061	64,515	26.8 %
Operating income	204,101	167,678	36,423	21.7 %
Interest income	13,849	21,060	(7,211)	(34.2)%
Interest expense	(587)	(1,718)	1,131	(65.8)%
Other income (loss), net	4,221	—	4,221	N/M
Income before taxes	221,584	187,020	34,564	18.5 %
Provision for income taxes	(53,279)	(43,638)	(9,641)	22.1 %
Net income	168,305	143,382	24,923	17.4 %
Less: Net income attributable to non-controlling interests	19,923	17,240	2,683	15.6 %
Net income attributable to Tradeweb Markets Inc.	$ 148,382	$ 126,142	$ 22,240	17.6 %

N/M = not meaningful

Revenues

Our revenues for the three months ended March 31, 2025 and 2024, and the resulting dollar and percentage changes, were as follows:

	Three Months Ended March 31,					
	2025		2024			
	$	% of Total Revenue	$	% of Total Revenue	$ Change	% Change
	(dollars in thousands)					
Revenues						
Transaction fees and commissions	$ 421,344	82.7 %	$ 335,451	82.1 %	$ 85,893	25.6 %
Subscription fees (1)	84,702	16.6	70,181	17.2	14,521	20.7 %
Other	3,631	0.7	3,107	0.8	524	16.9 %
Total revenue	$ 509,677	100.0 %	$ 408,739	100.0 %	$ 100,938	24.7 %

Components of total revenue growth:	
Constant currency change (2)	25.8 %
Foreign currency impact	(1.1)%
Total revenue growth	24.7 %

(1) Subscription fees for the three months ended March 31, 2025 and 2024 include $28.9 million and $20.5 million, respectively, of LSEG market data fees.
(2) Constant currency revenue change, which is a non-GAAP financial measure, is defined as total revenue change excluding the effects of foreign currency fluctuations. Total revenue excluding the effects of foreign currency fluctuations is calculated by translating the current period and prior period's total revenue using the annual average exchange rates for the prior period. We use constant currency change as a supplemental metric to evaluate our underlying total revenue performance between periods by removing the impact of foreign currency fluctuations. We believe that providing constant currency change provides a useful comparison of our total revenue performance and trends between periods.

Our strong results for the first quarter of 2025 reflected significant organic growth and solid contributions from our recent acquisition of ICD. We remained focused on and grew market share while also benefiting from market volatility around economic and geopolitical uncertainty contributing to broad-based volume growth, which underscored our sustained momentum across asset classes. The primary driver of the $100.9 million increase in revenue was related to an $85.9 million increase in transaction fees and commissions to $421.3 million for the three months ended March 31, 2025 from $335.5 million for the three months ended March 31, 2024, primarily due to higher revenues for rates derivatives products, U.S. government bonds, credit derivative products and European exchange traded funds ("ETFs"), as well as the basis point commissions earned on the average daily balance of client money market fund investments made through the ICD Portal during the three months ended March 31, 2025.

Our total revenue by asset class for the three months ended March 31, 2025 and 2024, and the resulting dollar and percentage changes, were as follows:

	Three Months Ended March 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Revenues				
Rates	$ 265,432	$ 214,093	$ 51,339	24.0 %
Credit	124,000	115,839	8,161	7.0 %
Equities	31,410	27,050	4,360	16.1 %
Money Markets	43,712	16,791	26,921	160.3 %
Market Data	38,707	29,022	9,685	33.4 %
Other	6,416	5,944	472	7.9 %
Total revenue	$ 509,677	$ 408,739	$ 100,938	24.7 %

Our variable and fixed revenues by asset class for the three months ended March 31, 2025 and 2024, and the resulting dollar and percentage changes, were as follows:

	Three Months Ended March 31,							
	2025		2024		$ Change		% Change	
	Variable	Fixed	Variable	Fixed	Variable	Fixed	Variable	Fixed
	(dollars in thousands)							
Revenues								
Rates	$ 197,357	$ 68,075	$ 153,697	$ 60,396	$ 43,660	$ 7,679	28.4 %	12.7 %
Credit	113,542	10,458	108,028	7,811	5,514	2,647	5.1 %	33.9 %
Equities	29,206	2,204	24,674	2,376	4,532	(172)	18.4 %	(7.2)%
Money Markets	39,395	4,317	12,563	4,228	26,832	89	213.6 %	2.1 %
Market Data	111	38,596	132	28,890	(21)	9,706	(15.9)%	33.6 %
Other	398	6,018	—	5,944	398	74	N/M	1.2 %
Total revenue	$ 380,009	$ 129,668	$ 299,094	$ 109,645	$ 80,915	$ 20,023	27.1 %	18.3 %

N/M = not meaningful

A significant percentage of our transaction fees and commissions are tied directly to overall trading volumes in the rates, credit, equities and money markets asset classes. The average daily volumes and total volumes on our trading platforms by asset class for the three months ended March 31, 2025 and 2024, and the resulting percentage changes, are summarized as follows:

	Three Months Ended March 31,				
	2025		2024		ADV
	ADV	Volume	ADV	Volume	% Change
	(dollars in millions)				
Rates	**$ 1,443,034**	**$ 88,768,625**	**$ 1,265,684**	**$ 77,689,084**	**14.0 %**
Rates Cash	558,883	34,192,846	465,682	28,267,435	20.0 %
Rates Derivatives	884,151	54,575,779	800,001	49,421,649	10.5 %
Swaps / Swaptions Tenor (greater than 1 year)	511,006	31,417,062	502,364	31,037,681	1.7 %
Other Rates Derivatives [1]	373,145	23,158,716	297,638	18,383,968	25.4 %
Credit	**48,692**	**2,991,132**	**34,921**	**2,144,027**	**39.4 %**
Cash Credit [2]	12,078	742,665	10,587	651,169	14.1 %
Credit Derivatives, China Bonds and U.S. Cash EP	36,613	2,248,467	24,334	1,492,858	50.5 %
Equities	**26,550**	**1,607,892**	**27,451**	**1,681,441**	**(3.3)%**
Equities Cash	12,448	757,820	12,613	775,073	(1.3) %
Equities Derivatives	14,101	850,072	14,838	906,368	(5.0) %
Money Markets	**1,029,045**	**71,157,465**	**576,573**	**35,371,612**	**78.5 %**
Total [4]	**$ 2,547,321**	**$ 164,525,114**	**$ 1,904,628**	**$ 116,886,163**	**33.7 %**
Total excluding Other Rates Derivatives [3]	**$ 2,174,176**	**$ 141,366,398**	**$ 1,606,990**	**$ 98,502,195**	**35.3 %**

(1) Includes Swaps/Swaptions of tenor less than 1 year and Rates Futures.
(2) The “Cash Credit” category represents the “Credit” asset class excluding (1) Credit Derivatives (2) China Bonds and (3) U.S. High Grade and High Yield electronically processed (“EP”) activity.
(3) Included to contextualize the impact of short-tenored Swaps/Swaptions and Rates Futures on totals for all periods presented.
(4) We acquired r8fin and ICD on January 19, 2024 and August 1, 2024, respectively. Total volume reported includes volumes from each acquired business subsequent to the closing date of the applicable acquisition. For average daily volume derived from acquisitions, the denominator is the number of trading days within the reporting period that have elapsed from the acquisition date to the end date of the reporting period.

The average variable fees per million dollars of volume traded on our trading platforms by asset class for the three months ended March 31, 2025 and 2024 are summarized below. There are four potential drivers of quarterly fluctuations in our average variable fees per million: (1) the mix and duration of cash and derivatives products traded, (2) the mix of protocols underpinning cash and derivatives products, (3) volume discounts and (4) clients moving between fixed and variable pricing structures. Average variable fees per million should be reviewed in conjunction with our trading volumes and total revenue by asset class. Since variable fees are sometimes subject to fee plans with tiered pricing based on product mix and volume, average variable fees per million for a specific asset class may not correlate with volumes or revenue growth.

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	$ Change	% Change
Rates	**$ 2.22**	**$ 1.98**	**$ 0.24**	**12.3 %**
Rates Cash	$ 2.36	$ 2.56	$ (0.20)	(7.8) %
Rates Derivatives	$ 2.14	$ 1.65	$ 0.49	29.5 %
Rates Derivatives (greater than 1 year)	$ 3.53	$ 2.49	$ 1.04	41.9 %
Other Rates Derivatives (1)	$ 0.24	$ 0.22	$ 0.02	9.9 %
Credit	**$ 37.96**	**$ 50.39**	**$ (12.43)**	**(24.7)%**
Cash Credit (2)	$ 134.28	$ 150.84	$ (16.56)	(11.0) %
Credit Derivatives, China Bonds and U.S. Cash EP	$ 6.15	$ 6.57	$ (0.42)	(6.5) %
Equities	**$ 18.16**	**$ 14.68**	**$ 3.48**	**23.7 %**
Equities Cash	$ 30.39	$ 25.95	$ 4.44	17.1 %
Equities Derivatives	$ 7.27	$ 5.06	$ 2.21	43.6 %
Money Markets	**$ 0.55**	**$ 0.36**	**$ 0.19**	**53.8 %**
Total	**$ 2.31**	**$ 2.56**	**$ (0.25)**	**(9.9)%**
Total excluding Other Rates Derivatives (3)	**$ 2.64**	**$ 2.99**	**$ (0.35)**	**(11.5)%**

(1) Includes Swaps/Swaptions of tenor less than 1 year and Rates Futures.
(2) The “Cash Credit” category represents the “Credit” asset class excluding (1) Credit Derivatives (2) China Bonds and (3) U.S. High Grade and High Yield electronically processed (“EP”) activity.
(3) Included to contextualize the impact of short-tenored Swaps/Swaptions and Rates Futures on blended fees per million across all periods presented.

The key drivers of the change in total revenue, volumes and variable fees per million by asset class are summarized as follows:

Rates. Revenues from our rates asset class increased by $51.3 million or 24.0% to $265.4 million for the three months ended March 31, 2025 compared to $214.1 million for the three months ended March 31, 2024 primarily due to higher variable transaction fees and commissions on higher trading volumes for rates derivatives products and U.S. government bonds. The increase in fixed revenue was primarily driven by changes to certain contracts that, among other items, introduced minimum fee floors or subscription fees, resulting in a shift of a portion of revenues from variable to fixed revenue.

Average variable fees per million for rates increased primarily due to a mix shift away from rates derivative compression activity, which has a lower variable fee capture compared to overall rates.

Credit. Revenues from our credit asset class increased by $8.2 million or 7.0% to $124.0 million for the three months ended March 31, 2025 compared to $115.8 million for the three months ended March 31, 2024 primarily due to higher variable transaction fees and commissions on higher trading volumes for credit derivative products and municipals, as well as an increase in fixed revenues. The increase in fixed revenues was primarily driven by certain market participants switching from fully variable pricing plans to pricing plans that include minimum fee floors or subscription fees, resulting in a shift of a portion of revenues from variable to fixed revenue.

Average variable fees per million for credit decreased primarily due to a shift in the mix and methods of products traded, including certain market participants opting for pricing plans with more fixed fee components, resulting in a shift from variable to fixed revenue within U.S. corporate bonds and a mix shift towards derivatives products, which have a lower variable fee capture compared to overall credit.

Equities. Revenues from our equities asset class increased by $4.4 million or 16.1% to $31.4 million for the three months ended March 31, 2025 compared to $27.1 million for the three months ended March 31, 2024 primarily due to higher variable transaction fees and commissions on higher trading volumes for European ETFs and equity derivative products.

Average variable fees per million for equities increased primarily due to a shift in the mix of products traded, including higher volumes in European ETFs, which have a higher variable fee capture compared to overall equities.

Money Markets. Revenues from our money markets asset class increased by $26.9 million or 160.3% to $43.7 million for the three months ended March 31, 2025 compared to $16.8 million for the three months ended March 31, 2024 primarily due to the August 1, 2024 acquisition of ICD and the associated basis point commissions earned on the average daily balance of client money market fund investments made through the ICD Portal, as well as higher variable transaction fees and commissions on higher trading volumes for repurchase agreements.

Average variable fees per million for money markets increased primarily due to a shift in the mix of products traded in this category as a result of the August 1, 2024 acquisition of ICD and the associated basis point commissions earned on the average daily balance of client money market fund investments made through the ICD Portal, which have a higher variable fee capture compared to the historical product mix, partially offset by a mix shift towards repurchase agreements which have a lower variable fee capture compared to overall money markets.

Market Data. Revenues from our market data asset class increased by $9.7 million or 33.4% to $38.7 million for the three months ended March 31, 2025 compared to $29.0 million for the three months ended March 31, 2024. The increase was primarily due to increased LSEG market data fees, with $8.4 million of the increase derived from the periodic delivery of historical data sets which occurred during the three months ended March 31, 2025, and other increases in proprietary third party market data revenue.

Other. Revenues from our other asset class increased by $0.5 million or 7.9% to $6.4 million for the three months ended March 31, 2025 compared to $5.9 million for the three months ended March 31, 2024.

We generate revenue from a diverse portfolio of client sectors. Our total revenue by client sector for the three months ended March 31, 2025 and 2024, and the resulting dollar and percentage changes, were as follows:

	Three Months Ended March 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Revenues				
Institutional	$ 308,071	$ 247,337	$ 60,734	24.6 %
Wholesale	102,287	97,211	5,076	5.2 %
Retail	35,895	35,169	726	2.1 %
Corporates	24,717	—	24,717	N/M
Market Data	38,707	29,022	9,685	33.4 %
Total revenue	$ 509,677	$ 408,739	$ 100,938	24.7 %

N/M = not meaningful

Institutional. Revenues from our institutional client sector increased by $60.7 million or 24.6% to $308.1 million for the three months ended March 31, 2025 from $247.3 million for the three months ended March 31, 2024. The increase was derived primarily from higher revenues for rates derivatives products, credit derivative products, U.S., European and other government bonds, U.S. and European corporate bonds, European ETFs and mortgages.

Wholesale. Revenues from our wholesale client sector increased by $5.1 million or 5.2% to $102.3 million for the three months ended March 31, 2025 from $97.2 million for the three months ended March 31, 2024. The increase was derived primarily from higher revenues for U.S. government bonds.

Retail. Revenues from our retail client sector were relatively flat at $35.9 million for the three months ended March 31, 2025, an increase of $0.7 million or 2.1% from $35.2 million for the three months ended March 31, 2024.

Corporates. Revenues from our corporates client sector were $24.7 million for the three months ended March 31, 2025. With the August 1, 2024 acquisition of ICD and its proprietary institutional investment technology, we entered the corporates client sector. This new client channel primarily serves corporate treasury organizations worldwide in investing in money market funds. Revenues from our corporates client sector primarily includes the basis point commissions earned on the average daily balance of client money market fund investments made through the ICD Portal during the three months ended March 31, 2025.

Market Data. Revenues from our market data client sector increased by $9.7 million or 33.4% to $38.7 million for the three months ended March 31, 2025 from $29.0 million for the three months ended March 31, 2024. The increase was derived primarily from increased LSEG market data fees, with $8.4 million of the increase derived from the periodic delivery of historical data sets which occurred during the three months ended March 31, 2025, and other increases in proprietary third party market data revenue.

Our revenues and client base are also diversified by geography. Our total revenue by geography (based on client location) for the three months ended March 31, 2025 and 2024, and the resulting dollar and percentage changes, were as follows:

	Three Months Ended March 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Revenues				
U.S.	$ 297,881	$ 254,098	$ 43,783	17.2 %
International	211,796	154,641	57,155	37.0 %
Total revenue	$ 509,677	$ 408,739	$ 100,938	24.7 %

U.S. Revenues from U.S. clients increased by $43.8 million or 17.2% to $297.9 million for the three months ended March 31, 2025 from $254.1 million for the three months ended March 31, 2024 primarily due to higher revenues for money markets, including the contribution from the ICD Acquisition, rates derivative products, U.S. government bonds, market data, mortgages and municipals.

International. Revenues from International clients increased by $57.2 million or 37.0% to $211.8 million for the three months ended March 31, 2025 from $154.6 million for the three months ended March 31, 2024 primarily due to higher revenues for rates derivatives products, money markets, including the contribution from the ICD Acquisition, market data, credit derivative products and European ETFs.

Operating Expenses

Our expenses for the three months ended March 31, 2025 and 2024 were as follows:

	Three Months Ended March 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Employee compensation and benefits	$ 176,877	$ 143,087	$ 33,790	23.6 %
Depreciation and amortization	62,699	49,337	13,362	27.1 %
Technology and communications	28,728	21,310	7,418	34.8 %
General and administrative	19,740	10,854	8,886	81.9 %
Professional fees	12,458	11,800	658	5.6 %
Occupancy	5,074	4,673	401	8.6 %
Total expenses	$ 305,576	$ 241,061	$ 64,515	26.8 %

Employee Compensation and Benefits. Expenses related to employee compensation and benefits increased by $33.8 million or 23.6% to $176.9 million for the three months ended March 31, 2025 from $143.1 million for the three months ended March 31, 2024. The increase was primarily due to an increase in incentive compensation expense tied to our financial performance, as well as an increase in headcount and related salaries, bonus and benefits associated with our continued growth, including the August 1, 2024 ICD Acquisition. As of March 31, 2025, December 31, 2024 and March 31, 2024, we had 1,435, 1,412 and 1,185 employees globally, respectively.

Depreciation and Amortization. Expenses related to depreciation and amortization increased by $13.4 million or 27.1% to $62.7 million for the three months ended March 31, 2025 from $49.3 million for the three months ended March 31, 2024. The increase was primarily due to increases in amortization of assets acquired in connection with the ICD Acquisition on August 1, 2024.

Technology and Communications. Expenses related to technology and communications increased by $7.4 million or 34.8% to $28.7 million for the three months ended March 31, 2025 from $21.3 million for the three months ended March 31, 2024. The increase was primarily due to investment in our data strategy and infrastructure and increased clearance and data fees driven primarily by higher trading volumes period-over-period.

General and Administrative. Expenses related to general and administrative costs increased by $8.9 million or 81.9% to $19.7 million for the three months ended March 31, 2025 from $10.9 million for the three months ended March 31, 2024. The increase was primarily due to an $8.6 million increase in foreign exchange losses during the three months ended March 31, 2025 compared to the prior year period. Realized and unrealized foreign currency losses totaled $5.4 million during the three months ended March 31, 2025 as compared to $3.2 million in gains during three months ended March 31, 2024. The change was primarily driven by the change in fair value of our foreign currency forward contracts used in connection with our foreign currency risk management program, partially offset by an increase in foreign currency re-measurement gains on transactions in nonfunctional currencies. Increases in travel and entertainment costs to support our continued growth also contributed to the overall increase in general and administrative expenses.

Professional Fees. Expenses related to professional fees increased by $0.7 million or 5.6% to $12.5 million for the three months ended March 31, 2025 from $11.8 million for the three months ended March 31, 2024, primarily due to higher technology consulting expenses.

Occupancy. Expenses related to occupancy costs increased by $0.4 million or 8.6% to $5.1 million for the three months ended March 31, 2025 from $4.7 million for the three months ended March 31, 2024. The increase was primarily due to higher data center and office rent expense associated with our global expansion.

Interest Income

Interest income decreased by $7.2 million to $13.8 million for the three months ended March 31, 2025 from $21.1 million for the three months ended March 31, 2024 primarily due to a decrease in the average interest rates earned period-over-period and a decrease in our average invested cash balance as a result of the cash paid in connection with the August 1, 2024 ICD Acquisition.

Interest Expense

Interest expense decreased by $1.1 million to $0.6 million for the three months ended March 31, 2025 from $1.7 million for the three months ended March 31, 2024 primarily due to timing of payments made under the Tax Receivable Agreement. No interest expense was incurred on payments due under the Tax Receivable Agreement during the three months ended March 31, 2025 compared to $1.2 million of interest expense during the three months ended March 31, 2024.

Other Income (Loss), Net

Other income was $4.2 million for the three months ended March 31, 2025 due to an unrealized gain relating to the increase in fair value of our Canton Coin holdings during the three months ended March 31, 2025. There was no other income (loss), net during the three months ended March 31, 2024.

Income Taxes

Income tax expense increased by $9.6 million to $53.3 million for the three months ended March 31, 2025 from $43.6 million for the three months ended March 31, 2024. The provision for income taxes includes U.S. federal, state, local and foreign taxes. The effective tax rate for the three months ended March 31, 2025 was approximately 24.0%, compared with 23.3% for the three months ended March 31, 2024. The effective tax rate for the three months ended March 31, 2025 differed from the U.S. federal statutory rate of 21.0% primarily due to state, local and foreign taxes and the disallowance of compensation expense tax deductions, partially offset by the effect of non-controlling interests and the Foreign-Derived Intangible Income ("FDII") deduction. The effective tax rate for the three months ended March 31, 2024 differed from the U.S. federal statutory rate of 21.0% primarily due to state, local and foreign taxes and the disallowance of compensation expense tax deductions, partially offset by the effect of non-controlling interests.

Effects of Inflation

While inflation may impact our revenues and operating expenses, we believe the effects of inflation, if any, on our results of operations and financial condition have not been significant during the three months ended March 31, 2025 and 2024. However, there can be no assurance that our results of operations and financial condition will not be materially impacted by inflation in the future. See "— Trends and Other Factors Impacting Our Performance — Economic Environment" above.

Liquidity and Capital Resources

Overview

Liquidity describes the ability of a company to generate sufficient cash flows to meet the cash requirements of its business operations, including working capital needs to meet operating expenses, debt service, acquisitions, other commitments and contractual obligations. We consider liquidity in terms of cash on hand, cash flows from operations and availability under the 2023 Revolving Credit Facility (as defined in "— Factors Influencing Our Liquidity and Capital Resources — Indebtedness*"* below) and their sufficiency to fund our operating and investing activities.

Historically, we have generated significant cash flows from operations and have funded our business operations through cash on hand and cash flows from operations.

Our primary cash needs are for day to day operations, working capital requirements, clearing margin requirements, capital expenditures primarily for software and equipment, our expected dividend payments and our share repurchase program. In addition, we are obligated to make payments under the Tax Receivable Agreement.

We expect to fund our short and long-term liquidity requirements through cash and cash equivalents and cash flows from operations. While historically we have generated significant and adequate cash flows from operations, in the case of an unexpected event in the future or otherwise, we may fund our liquidity requirements through borrowings under the 2023 Revolving Credit Facility.

We believe that our projected cash position, cash flows from operations and, if necessary, borrowings under the 2023 Revolving Credit Facility, will be sufficient to fund our liquidity requirements for at least the next 12 months. However, our future liquidity requirements could be higher than we currently expect as a result of various factors. For example, any future investments, acquisitions, joint ventures or other similar transactions, which we consider from time to time, may reduce our cash balance or require additional capital. In addition, our ability to continue to meet our future liquidity requirements will depend on, among other things, our ability to achieve anticipated levels of revenues and cash flows from operations and our ability to manage costs and working capital successfully, all of which are subject to general economic, financial, competitive and other factors beyond our control. In the event we require any additional capital, it will take the form of equity or debt financing, or both, and there can be no assurance that we will be able to raise any such financing on terms acceptable to us or at all.

As of both March 31, 2025 and December 31, 2024, we had cash and cash equivalents of approximately $1.3 billion. All cash and cash equivalents were held in accounts with financial institutions or money market funds such that the funds are immediately available or in fixed term deposits or investments with a maximum maturity of three months. See Item 3. "Quantitative and Qualitative Disclosures About Market Risk — Credit Risk."

Factors Influencing Our Liquidity and Capital Resources

Dividend Policy

Subject to legally available funds, we intend to pay quarterly cash dividends on our Class A common stock and Class B common stock equal to $0.12 per share. As discussed below, our ability to pay these quarterly cash dividends on our Class A common stock and Class B common stock will depend on distributions to us from TWM LLC.

The declaration, amount and payment of any dividends will be at the sole discretion of our board of directors and will depend on our and our subsidiaries' results of operations, capital requirements, financial condition, business prospects, contractual restrictions, restrictions imposed by applicable laws and other factors that our board of directors deem relevant. Because we are a holding company and all of our business is conducted through our subsidiaries, we expect to pay dividends, if any, only from funds we receive from our subsidiaries. Accordingly, our ability to pay dividends to our stockholders is dependent on the earnings and distributions of funds from our subsidiaries. As the sole manager of TWM LLC, we intend to cause, and will rely on, TWM LLC to make distributions in respect of LLC Interests to fund our dividends. If TWM LLC is unable to cause these subsidiaries to make distributions, it may have inadequate funds to distribute to us and we may be unable to fund our dividends. In addition, when TWM LLC makes distributions to us, the other holders of LLC Interests will be entitled to receive proportionate distributions based on their economic interests in TWM LLC at the time of such distributions.

Our board of directors will periodically review the cash generated from our business and the capital expenditures required to finance our growth plans and determine whether to modify the amount of regular dividends and/or declare any periodic special dividends. Any future determination to change the amount of dividends and/or declare special dividends will be at the discretion of our board of directors and will be dependent upon then-existing conditions and other factors that our board of directors considers relevant.

Cash Dividends

On April 30, 2025, the board of directors of Tradeweb Markets Inc. declared a cash dividend of $0.12 per share of Class A common stock and Class B common stock for the second quarter of 2025. This dividend will be payable on June 16, 2025 to stockholders of record as of June 2, 2025.

In March 2025, Tradeweb Markets Inc. paid quarterly cash dividends to holders of Class A common stock and Class B common stock in an aggregate amount totaling $25.6 million during the three months ended March 31, 2025.

Cash Distributions

On April 30, 2025, Tradeweb Markets Inc., as the sole manager, approved a distribution by TWM LLC to its equityholders, including Tradeweb Markets Inc., in an aggregate amount of $52.4 million, as adjusted by required state and local tax withholdings that will be determined prior to the record date of June 2, 2025, payable on June 12, 2025.

In March 2025, TWM LLC made quarterly cash distributions to its equityholders in an aggregate amount of $75.8 million during the three months ended March 31, 2025, including distributions to Tradeweb Markets Inc. of $68.4 million and distributions to non-controlling interests of $7.4 million. The proceeds of the cash distributions were used by Tradeweb Markets Inc. to fund dividend payments, taxes and expenses.

Share Repurchase Program

On December 5, 2022, the board of directors authorized a new share repurchase program (the “2022 Share Repurchase Program”), after completing in October 2022, the $150.0 million of total repurchases of the Company’s Class A common stock authorized under its previous share repurchase program. The 2022 Share Repurchase Program was authorized to continue to offset annual dilution from stock-based compensation plans, as well as to opportunistically repurchase our Class A common stock. The 2022 Share Repurchase Program authorizes the purchase of up to $300.0 million of our Class A common stock at the Company’s discretion and has no termination date. The 2022 Share Repurchase Program can be effected through regular open-market purchases (which may include repurchase plans designed to comply with Rule 10b-18 or Rule 10b5-1), through privately negotiated transactions or through accelerated share repurchases, each in accordance with applicable securities laws and other restrictions. The amounts, timing and manner of the repurchases will be subject to general market conditions, the prevailing price and trading volumes of our Class A common stock and other factors. The 2022 Share Repurchase Program does not require the Company to acquire a specific number of shares and may be suspended, amended or discontinued at any time. During the three months ended March 31, 2025, the Company did not repurchase any shares pursuant to the 2022 Share Repurchase Program. As of March 31, 2025, a total of $179.9 million remained available for repurchase pursuant to the 2022 Share Repurchase Program.

Other Share Repurchases

In addition to the share repurchase programs discussed above, we may also withhold shares to cover the payroll tax withholding obligations upon the exercise of stock options and vesting of performance-based restricted stock units that vest based on the Company’s financial performance (“PRSUs”), restricted stock units (“RSUs”) and performance-based restricted stock units that vest based on market conditions (“PSUs”).

During the three months ended March 31, 2025, the Company withheld 346,219 shares of common stock from employee stock option, PRSU and RSU awards, at an average price per share of $137.46 and an aggregate value of $47.6 million, based on the price of the Class A common stock on the date the relevant withholding occurred.

Tax Receivable Agreement

We are obligated to make payments under the Tax Receivable Agreement. See Note 7 – Tax Receivable Agreement to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional details regarding the requirements for these payments. Although the actual timing and amount of any payments that may be made under the Tax Receivable Agreement will vary, we expect the payments required will be significant. Any payments made by us under the Tax Receivable Agreement will generally reduce the amount of overall cash flows that might have otherwise been available to us or to TWM LLC. These payments will offset some of the tax benefits that we expect to realize as a result of the ownership structure of TWM LLC. To the extent that we are unable to make payments under the Tax Receivable Agreement for any reason, the unpaid amounts generally will be deferred and will accrue interest until paid by us. The first payment of the Tax Receivable Agreement was made in January 2021. As of March 31, 2025, total amounts due to Continuing LLC Owners under the Tax Receivable Agreement were $369.8 million, substantially all due to be paid over 15 years following the purchase of LLC Interests from Continuing LLC Owners or redemption or exchanges by Continuing LLC Owners of LLC Interests. As of March 31, 2025, we expect to make tax receivable agreement liability payments of approximately $18.4 million within the next 12 months and approximately $351.4 million thereafter.

In addition to these amounts above, our tax receivable agreement liability and future payments thereunder are expected to increase as we realize (or are deemed to realize) an increase in tax basis of TWM LLC's assets resulting from any future purchases, redemptions or exchanges of LLC Interests from Continuing LLC Owners. We currently expect to fund these future tax receivable agreement liability payments from some of the realized cash tax savings as a result of this increase in tax basis.

Indebtedness

As of March 31, 2025 and December 31, 2024, we had no outstanding indebtedness.

On November 21, 2023, TWM LLC entered into a five year, $500.0 million unsecured revolving credit facility (the "2023 Revolving Credit Facility") with a syndicate of banks, which replaced its $500.0 million secured credit facility entered into on April 8, 2019. Subject to the satisfaction of certain conditions, we will be able to increase the 2023 Revolving Credit Facility by $250.0 million with the consent of the lenders participating in the increase. The 2023 Revolving Credit Facility provides borrowing capacity to be used to fund ongoing working capital needs, letters of credit and for general corporate purposes, including potential future acquisitions and expansions. As of March 31, 2025, there were no letters of credit issued and no borrowings outstanding under the 2023 Revolving Credit Facility. The 2023 Revolving Credit Facility will mature on November 21, 2028.

The credit agreement that governs the 2023 Revolving Credit Facility contains a number of covenants that, among other things and subject to certain exceptions, restrict the ability of (i) TWM LLC to merge or consolidate with other entities, (ii) the subsidiaries of TWM LLC to incur or guarantee indebtedness and (iii) TWM LLC and its subsidiaries to create or incur liens. As of March 31, 2025, we were in compliance with all the covenants set forth in the 2023 Revolving Credit Facility.

See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Factors Influencing Our Liquidity and Capital Resources – Indebtedness" in Part II of our 2023 Form 10-K for additional details regarding the terms, restrictions and covenants applicable to the 2023 Revolving Credit Facility.

Operating Lease Obligations

We currently have operating leases for corporate offices and data centers with initial lease terms ranging from one to 10 years. Our operating lease obligations are primarily related to rental payments under lease agreements for office space in the United States and the United Kingdom through March 2030. In addition, in June 2024, we signed a lease for our new headquarters in New York City that is expected to commence in mid-2025 and has an expected initial lease term of approximately 16 years. In August 2024, the existing lease for our current New York City headquarters was extended through September 2025.

As of March 31, 2025, our operating lease liabilities totaled $32.3 million, with payments pursuant to these obligations due within the next 12 months and thereafter totaling $11.8 million and $23.5 million, respectively. In addition, we are obligated on long-term future minimum lease payments of $159.2 million for a lease signed but not yet commenced as of March 31, 2025.

Capital Expenditures

Our business also requires continued investment in our technology for product innovation, proprietary technology architecture, operational reliability and cybersecurity. We expect total cash paid for capital expenditures and software development costs for fiscal year 2025 to be between $99 million and $109 million, compared to expenditures of $88.9 million in fiscal year 2024, with the midpoint of our 2025 capital expenditure guidance up 17% versus fiscal year 2024 primarily due to anticipated capitalized one-time spend associated with our New York City headquarters relocation. Excluding the 2024 and 2025 one-time spend, the mid-point growth is projected to be approximately 3% higher year over year.

Other Cash and Liquidity Requirements

Certain of our U.S. subsidiaries are registered as broker-dealers, SEFs, SBSEFs or introducing brokers and are subject to the applicable rules and regulations of the SEC and CFTC. These rules contain minimum net capital or other financial resource requirements, as defined in the applicable regulations. These rules may also require a significant part of the registrants' assets be kept in relatively liquid form. Certain of our foreign subsidiaries are regulated by the Financial Conduct Authority in the UK, the Nederlandsche Bank in the Netherlands, the Japanese Financial Services Agency, the Japanese Securities Dealers Association and other foreign regulators, and must maintain financial resources, as defined in the applicable regulations, in excess of the applicable financial resources requirement. As of March 31, 2025 and December 31, 2024, each of our regulated subsidiaries had maintained sufficient net capital or financial resources to at least satisfy their minimum requirements, which in aggregate were $84.3 million and $83.0 million, respectively. We maintain capital balances in these subsidiaries in excess of our minimum requirements in order to satisfy working capital needs and to ensure that we have enough cash on hand to satisfy margin requirements and credit risk, including the excess capital expectations of our clients. The Fixed Income Clearing Corporation ("FICC") and some of our clearing brokers require us to post collateral on unsettled positions, included within deposits with clearing organizations in our condensed consolidated statements of financial condition. Collateral amounts are marked to market on a daily basis, requiring us to pay or receive margin amounts as part of the daily funds settlement. Margin call requirements can vary significantly across periods based on daily market changes and may represent a significant and unpredictable use of our liquidity.

At times, transactions executed on our wholesale platform fail to settle due to the inability of a transaction party to deliver or receive the transacted security. Until the failed transaction settles, we will recognize a receivable from (and a matching payable to) brokers and dealers and clearing organizations for the proceeds from the unsettled transaction. The impact on our liquidity and capital resources is minimal as receivables and payables for failed transactions are usually recognized simultaneously and predominantly offset. However, from time to time, we enter into repurchase and/or reverse repurchase agreements to facilitate the clearance of securities relating to fails to deliver or receive. We seek to manage credit exposure related to these agreements to repurchase (or reverse repurchase), including the risk related to a decline in market value of collateral (pledged or received), by entering into agreements to repurchase with overnight or short-term maturity dates and only entering into repurchase transactions with netting members of the FICC. The FICC operates a continuous net settlement system, whereby as trades are submitted and compared, the FICC becomes the counterparty.

We self-clear U.S. Treasury trades executed by non-FICC members on our wholesale trading platform. The number of self-cleared trades that settle over the fed wire, instead of FICC clearing, may impact the number of U.S. Treasury failed settlement transactions. As of March 31, 2025, we recorded a $135.8 million receivable and a $104.8 million payable from/to brokers and dealers and clearing organizations related to failed settlement transactions and we self-funded the remaining $31.0 million difference between the fail to deliver and fail to receive. All of the above failed settlement transactions outstanding as of March 31, 2025 were fully settled during April 2025. See below for further details regarding the changes to working capital as a result of these failed settlement transactions.

Working Capital

Working capital is defined as current assets minus current liabilities. Current assets consist of cash and cash equivalents, restricted cash, receivable from brokers and dealers and clearing organizations, deposits with clearing organizations, accounts receivable and receivable and due from affiliates. Current liabilities consist of, as applicable, securities sold under agreements to repurchase, payable to brokers and dealers and clearing organizations, accrued compensation, deferred revenue, payable and due to affiliates, accounts payable, accrued expenses and other liabilities, lease liabilities and tax receivable agreement liability. Changes in working capital, which impact our cash flows provided by operating activities, can vary depending on factors such as delays in the collection of receivables, changes in our operating performance, changes in trading patterns, changes in client billing terms and other changes in the demand for our platforms and solutions.

Our working capital as of March 31, 2025 and December 31, 2024 was as follows:

	March 31, 2025	December 31, 2024
	(dollars in thousands)	
Cash and cash equivalents	$ 1,306,455	$ 1,340,302
Restricted cash	1,000	1,000
Receivable from brokers and dealers and clearing organizations	135,760	67,805
Deposits with clearing organizations	102,048	54,702
Accounts receivable	271,505	222,268
Receivable and due from affiliates	1,100	8,094
Total current assets	1,817,868	1,694,171
Payable to brokers and dealers and clearing organizations	104,799	67,816
Accrued compensation	103,485	222,959
Deferred revenue	46,980	30,800
Payable and due to affiliates	574	763
Current portion of:		
Accounts payable, accrued expenses and other liabilities	121,410	94,620
Lease liabilities	10,408	11,963
Tax receivable agreement liability	18,371	3,981
Total current liabilities	406,027	432,902
Total working capital	$ 1,411,841	$ 1,261,269

Current Assets

Current assets increased to $1.8 billion as of March 31, 2025 from $1.7 billion as of December 31, 2024 primarily due to an increase in receivables from brokers and dealers and clearing organizations resulting from an increase in unsettled wholesale platform transactions and a higher value of fails to deliver, all of which settled in April 2025, and an increase in accounts receivable resulting from an increase in revenues and timing of collections. See "—*Cash Flows"* below for further discussion of the change in cash and cash equivalents.

Current Liabilities

Current liabilities decreased to $406.0 million as of March 31, 2025 from $432.9 million as of December 31, 2024 primarily due to a decrease in accrued compensation as a result of annual bonus payments, which occurred during the three months ended March 31, 2025. This decrease was offset by an increase in payable to brokers and dealers and clearing organizations resulting from an increase in unsettled wholesale platform transactions and a higher value of fails to receive, all of which settled in April 2025.

See "—*Other Cash and Liquidity Requirements*" above for a discussion on how capital requirements can impact our working capital.

Cash Flows

Our cash flows for the three months ended March 31, 2025 and 2024 were as follows:

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
	(dollars in thousands)	
Net cash provided by operating activities	$ 60,207	$ 37,914
Net cash used in investing activities	(14,817)	(106,991)
Net cash used in financing activities	(83,026)	(90,770)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	3,789	(1,740)
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (33,847)	$ (161,587)

Operating Activities

Operating activities consist primarily of net income adjusted for noncash items that primarily include depreciation and amortization, stock-based compensation expense and deferred tax expense. Cash flows from operating activities can fluctuate significantly from period-to-period as working capital needs and the timing of payments for accrued compensation (primarily in the first quarter) and other items impact reported cash flows.

Net cash provided by operating activities for the three months ended March 31, 2025 was $60.2 million, an increase of $22.3 million over the three months ended March 31, 2024, primarily driven by a decrease in cash used to fund deposits with clearing organizations and an increase in net income, partially offset by an increase in cash paid in the first quarter of 2025 for incentive compensation tied to our 2024 financial performance and an increase in net cash used to self fund the clearing of payables to brokers and dealers and clearing organizations resulting from unsettled wholesale platform transactions and other net changes in working capital.

Investing Activities

Investing activities consist primarily of software development costs, investments in technology hardware, purchases of equipment and other tangible assets, business acquisitions and investments.

Net cash used in investing activities was $14.8 million for the three months ended March 31, 2025, which consisted of $13.2 million of capitalized software development costs and $1.6 million of purchases of furniture, equipment, purchased software and leasehold improvements. Net cash used in investing activities was $107.0 million for the three months ended March 31, 2024, which consisted of $89.2 million of total net cash paid for the acquisition of r8fin (net of cash acquired), $10.7 million of capitalized software development costs and $6.6 million of purchases of furniture, equipment, purchased software and leasehold improvements.

Financing Activities

Net cash used in financing activities for the three months ended March 31, 2025 was $83.0 million, and was primarily driven by $46.1 million in payroll tax payments for PRSUs and RSUs, $25.6 million in cash dividends to our Class A and Class B common stockholders, $7.4 million in distributions to non-controlling interest holders, and $3.1 million in payments due under our Tax Receivable Agreement. Net cash used in financing activities for the three months ended March 31, 2024 was $90.8 million, and was primarily driven by $37.8 million in payroll tax payments for options, PRSUs and RSUs, net of proceeds from the related stock-based compensation option exercises, $25.5 million in payments due under our Tax Receivable Agreement, $21.3 million in cash dividends to our Class A and Class B common stockholders and $6.1 million in distributions to non-controlling interest holders.

Non-GAAP Financial Measures

Free Cash Flow

In addition to cash flow from operating activities presented in accordance with GAAP, we use Free Cash Flow, a non-GAAP measure, to measure liquidity. Free Cash Flow is defined as cash flow from operating activities less non-acquisition related expenditures for capitalized software development costs and furniture, equipment and leasehold improvements.

We present Free Cash Flow because we believe it is a useful indicator of liquidity that provides information to management and investors about the amount of cash generated from our core operations after non-acquisition related expenditures for capitalized software development costs and furniture, equipment and leasehold improvements.

Free Cash Flow has limitations as an analytical tool, and you should not consider Free Cash Flow in isolation or as an alternative to cash flow from operating activities or any other liquidity measure determined in accordance with GAAP. You are encouraged to evaluate each adjustment. In addition, in evaluating Free Cash Flow, you should be aware that in the future, we may incur expenditures similar to the adjustments in the presentation of Free Cash Flow. In addition, Free Cash Flow may not be comparable to similarly titled measures used by other companies in our industry or across different industries.

The table set forth below presents a reconciliation of our cash flow from operating activities to Free Cash Flow for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,	
	2025	2024
	(dollars in thousands)	
Cash flow from operating activities	$ 60,207	$ 37,914
Less: Capitalization of software development costs	(13,172)	(10,678)
Less: Purchases of furniture, equipment and leasehold improvements	(1,645)	(6,589)
Free Cash Flow	$ 45,390	$ 20,647

Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT, Adjusted EBIT margin, Adjusted Net Income and Adjusted Diluted EPS

In addition to net income, net income margin and net income attributable to Tradeweb Markets Inc., each presented in accordance with GAAP, we present Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT and Adjusted EBIT margin as non-GAAP measures of our operating performance and Adjusted Net Income and Adjusted Net Income per diluted share ("Adjusted Diluted EPS") as non-GAAP measures of our profitability.

Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT and Adjusted EBIT margin

Adjusted EBITDA is defined as net income before interest income, interest expense, provision for income taxes and depreciation and amortization, adjusted for the impact of certain other items, including merger and acquisition transaction and integration costs, certain stock-based compensation expense and related payroll taxes, tax receivable agreement liability adjustments, unrealized gains and losses from outstanding foreign currency forward contracts, gains and losses from the revaluation of foreign denominated cash and other income and loss.

Adjusted EBIT is defined as net income before interest income, interest expense and provision for income taxes, adjusted for the impact of certain other items, including merger and acquisition transaction and integration costs, certain stock-based compensation expense and related payroll taxes, tax receivable agreement liability adjustments, depreciation and amortization related to acquisitions and the Refinitiv Transaction, unrealized gains and losses from outstanding foreign currency forward contracts, gains and losses from the revaluation of foreign denominated cash and other income and loss.

Net income margin is defined as net income, divided by revenue for the applicable period. Adjusted EBITDA margin and Adjusted EBIT margin are defined as Adjusted EBITDA and Adjusted EBIT, respectively, divided by revenue for the applicable period.

We present Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT and Adjusted EBIT margin because we believe they assist investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. For example, we exclude non-cash stock-based compensation expense associated with the Special Option Award as defined in Note 2 – Significant Accounting Policies to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q and post-IPO options awarded in 2019 to management and other employees as well as payroll taxes associated with exercises of such options during the applicable period. The value of all previously issued options was fully expensed as of March 31, 2024, however we will continue to incur payroll tax expense as previously issued options are exercised by the holders. For applicable periods, we also exclude the incremental non-cash accelerated stock-based compensation expense and related payroll taxes associated with former and/or departing executive officers. We also exclude stock-based compensation expense associated with special equity awards granted to help ensure the retention of key employees during the integration of acquisitions. We believe it is useful to exclude these stock-based compensation expenses and, as applicable, associated payroll taxes because the amount of expense may not directly correlate to the underlying performance of our business and will vary across periods. In addition, we exclude the tax receivable agreement liability adjustments discussed below under "— Critical Accounting Policies and Estimates — Tax Receivable Agreement." We believe it is useful to exclude the tax receivable agreement liability adjustment because the recognition of income during a period due to changes in the tax receivable agreement liability recorded in our condensed consolidated statements of financial condition as a result of changes in the mix of earnings, tax legislation and tax rates in various jurisdictions, or other factors that may impact our tax savings, may not directly correlate to the underlying performance of our business and will vary across periods. We also believe it is useful to exclude merger and acquisition transaction and integration costs as the incremental direct costs related to completed and potential acquisitions and related integrations are not indicative of our core ongoing operating performance. With respect to Adjusted EBIT and Adjusted EBIT margin, we believe it is useful to exclude the depreciation and amortization of tangible and intangible assets resulting from acquisitions and the application of pushdown accounting to the Refinitiv Transaction in order to facilitate a period-over-period comparison of our financial performance.

Management and our board of directors use Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT and Adjusted EBIT margin to assess our financial performance and believe they are helpful in highlighting trends in our core operating performance, while other measures can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which we operate and capital investments. Further, our executive incentive compensation is based in part on components of Adjusted EBITDA and Adjusted EBITDA margin.

Adjusted Net Income and Adjusted Diluted EPS

Adjusted Net Income is defined as net income attributable to Tradeweb Markets Inc. assuming the full exchange of all outstanding LLC Interests held by non-controlling interests for shares of Class A common stock or Class B common stock of Tradeweb Markets Inc., adjusted for certain stock-based compensation expense and related payroll taxes, tax receivable agreement liability adjustments, merger and acquisition transaction and integration costs, depreciation and amortization related to acquisitions and the Refinitiv Transaction, unrealized gains and losses from outstanding foreign currency forward contracts, gains and losses from the revaluation of foreign denominated cash and other income and loss. Adjusted Net Income also gives effect to certain tax related adjustments to reflect an assumed effective tax rate. Adjusted Diluted EPS is defined as Adjusted Net Income divided by the diluted weighted average number of shares of Class A common stock and Class B common stock outstanding for the applicable period (including the effect of potentially dilutive securities determined using the treasury stock method), plus the weighted average number of other participating securities reflected in earnings per share using the two-class method, plus the assumed full exchange of all outstanding LLC Interests held by non-controlling interests for shares of Class A common stock or Class B common stock.

We use Adjusted Net Income and Adjusted Diluted EPS as supplemental metrics to evaluate our business performance in a way that also considers our ability to generate profit without the impact of certain items. We exclude certain stock-based compensation expense and related payroll taxes, tax receivable agreement liability adjustments, merger and acquisition transaction and integration costs and acquisition and Refinitiv Transaction-related depreciation and amortization for the reasons described above. Each of the adjustments described in the definition of Adjusted Net Income helps to provide management with a measure of our operating performance over time by removing items that are not related to day-to-day operations or are non-cash expenses. In addition to excluding items that are non-recurring or may not be indicative of our ongoing operating performance, by assuming the full exchange of all outstanding LLC Interests held by non-controlling interests, we believe that Adjusted Net Income and Adjusted Diluted EPS for Tradeweb Markets Inc. facilitate comparisons with other companies that have different organizational and tax structures, as well as comparisons period over period, because it eliminates the effect of any changes in net income attributable to Tradeweb Markets Inc. driven by increases in our ownership of TWM LLC, which are unrelated to our operating performance.

Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT, Adjusted EBIT margin, Adjusted Net Income and Adjusted Diluted EPS have limitations as analytical tools, and you should not consider these non-GAAP financial measures in isolation or as alternatives to net income attributable to Tradeweb Markets Inc., net income, net income margin, operating income, gross margin, earnings per share or any other financial measure derived in accordance with GAAP. You are encouraged to evaluate each adjustment and, as applicable, the reasons we consider it appropriate for supplemental analysis. In addition, in evaluating Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT, Adjusted EBIT margin, Adjusted Net Income and Adjusted Diluted EPS you should be aware that in the future, we may incur expenses similar to the adjustments in the presentation of these non-GAAP financial measures. Our presentation of Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT, Adjusted EBIT margin, Adjusted Net Income and Adjusted Diluted EPS should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. In addition, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT, Adjusted EBIT margin, Adjusted Net Income and Adjusted Diluted EPS may not be comparable to similarly titled measures used by other companies in our industry or across different industries.

The table set forth below presents a reconciliation of net income and net income margin to Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBIT and Adjusted EBIT margin for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,	
	2025	2024
	(dollars in thousands)	
Net income	$ 168,305	$ 143,382
Merger and acquisition transaction and integration costs [(1)]	2,496	3,614
Interest income	(13,849)	(21,060)
Interest expense	587	1,718
Depreciation and amortization	62,699	49,337
Stock-based compensation expense [(2)]	594	1,183
Provision for income taxes	53,279	43,638
Foreign exchange (gains) / losses [(3)]	8,329	(2,284)
Tax receivable agreement liability adjustment [(4)]	—	—
Other (income) loss, net	(4,221)	—
Adjusted EBITDA	$ 278,219	$ 219,528
Less: Depreciation and amortization	(62,699)	(49,337)
Add: D&A related to acquisitions and the Refinitiv Transaction [(5)]	45,473	34,367
Adjusted EBIT	$ 260,993	$ 204,558
Net income margin	33.0 %	35.1 %
Adjusted EBITDA margin	54.6 %	53.7 %
Adjusted EBIT margin	51.2 %	50.0 %

(1) Represents incremental direct costs associated with the acquisition and integration of completed and potential mergers and acquisitions. These costs generally include legal, consulting, advisory, due diligence, severance and certain other transaction expenses and third party costs incurred that directly relate to the acquisition transaction or its integration.
(2) Represents non-cash stock-based compensation expense associated with the Special Option Award and post-IPO options awarded in 2019 and payroll taxes associated with the exercise of such options. During the three months ended March 31, 2025, this adjustment also includes $0.6 million of non-cash stock-based compensation expense and related payroll taxes associated with RSAs and RSUs issued to help retain key ICD employees during the integration of ICD.
(3) Represents unrealized gain or loss recognized on foreign currency forward contracts and foreign exchange gain or loss from the revaluation of cash denominated in a different currency than the entity's functional currency.
(4) Represents income recognized during the applicable period due to changes in the tax receivable agreement liability recorded in the consolidated statement of financial condition as a result of, as applicable, changes in the mix of earnings, tax legislation and tax rates in various jurisdictions which impacted our tax savings.
(5) Represents intangible asset and acquired software amortization resulting from acquisitions and intangible asset amortization and increased tangible asset and capitalized software depreciation and amortization resulting from the application of pushdown accounting to the Refinitiv Transaction (where all assets were marked to fair value as of the closing date of the Refinitiv Transaction).

	Three Months Ended March 31,			
	2025	2024	Basis Point Change	Constant Currency Basis Point Change [(1)]
Adjusted EBITDA margin	54.6 %	53.7 %	+88 bps	+79 bps
Adjusted EBIT margin	51.2 %	50.0 %	+116 bps	+110 bps

(1) The changes in Adjusted EBITDA margin and Adjusted EBIT margin, both on a constant currency basis, are non-GAAP financial measures, and are defined as the changes in Adjusted EBITDA margin and Adjusted EBIT margin excluding the effects of foreign currency fluctuations. Adjusted EBITDA margin and Adjusted EBIT margin excluding the effects of foreign currency fluctuations are calculated by translating the current period and prior period's results using the annual average exchange rates for the prior period. We use the changes in Adjusted EBITDA margin and Adjusted EBIT margin on a constant currency basis as supplemental metrics to evaluate our underlying margin performance between periods by removing the impact of foreign currency fluctuations. We believe that providing changes in Adjusted EBITDA margin and Adjusted EBIT margin on a constant currency basis provide useful comparisons of our Adjusted EBITDA margin and Adjusted EBIT margin and trends between periods.

The table set forth below presents a reconciliation of net income attributable to Tradeweb Markets Inc. and net income, as applicable, to Adjusted Net Income and Adjusted Diluted EPS for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
	(dollars in thousands except per share amounts)	
Earnings per diluted share	$ 0.69	$ 0.59
Net income attributable to Tradeweb Markets Inc.	$ 148,382	$ 126,142
Net income attributable to non-controlling interests (1)	19,923	17,240
Net income	168,305	143,382
Provision for income taxes	53,279	43,638
Merger and acquisition transaction and integration costs (2)	2,496	3,614
D&A related to acquisitions and the Refinitiv Transaction (3)	45,473	34,367
Stock-based compensation expense (4)	594	1,183
Foreign exchange (gains) / losses (5)	8,329	(2,284)
Tax receivable agreement liability adjustment (6)	—	—
Other (income) loss, net	(4,221)	—
Adjusted Net Income before income taxes	274,255	223,900
Adjusted income taxes (7)	(68,564)	(55,975)
Adjusted Net Income	$ 205,691	$ 167,925
Adjusted Diluted EPS (8)	$ 0.86	$ 0.71

(1) Represents the reallocation of net income attributable to non-controlling interests from the assumed exchange of all outstanding LLC Interests held by non-controlling interests for shares of Class A or Class B common stock.
(2) Represents incremental direct costs associated with the acquisition and integration of completed and potential mergers and acquisitions. These costs generally include legal, consulting, advisory, due diligence, severance and certain other transaction expenses and third party costs incurred that directly relate to the acquisition transaction or its integration.
(3) Represents intangible asset and acquired software amortization resulting from acquisitions and intangible asset amortization and increased tangible asset and capitalized software depreciation and amortization resulting from the application of pushdown accounting to the Refinitiv Transaction (where all assets were marked to fair value as of the closing date of the Refinitiv Transaction).
(4) Represents non-cash stock-based compensation expense associated with the Special Option Award and post-IPO options awarded in 2019 and payroll taxes associated with the exercise of such options. During the three months ended March 31, 2025, this adjustment also includes $0.6 million of non-cash stock-based compensation expense and related payroll taxes associated with RSAs and RSUs issued to help retain key ICD employees during the integration of ICD.
(5) Represents unrealized gain or loss recognized on foreign currency forward contracts and foreign exchange gain or loss from the revaluation of cash denominated in a different currency than the entity's functional currency.
(6) Represents income recognized during the applicable period due to changes in the tax receivable agreement liability recorded in the consolidated statement of financial condition as a result of, as applicable, changes in the mix of earnings, tax legislation and tax rates in various jurisdictions which impacted our tax savings.
(7) Represents corporate income taxes at an assumed effective tax rate of 25.0% applied to Adjusted Net Income before income taxes for both the three months ended March 31, 2025 and March 31, 2024.
(8) For a summary of the calculation of Adjusted Diluted EPS, see "Reconciliation of Diluted Weighted Average Shares Outstanding to Adjusted Diluted Weighted Average Shares Outstanding and Adjusted Diluted EPS" below.

The following table summarizes the calculation of Adjusted Diluted EPS for the three months ended March 31, 2025 and 2024:

Reconciliation of Diluted Weighted Average Shares Outstanding to Adjusted Diluted Weighted Average Shares Outstanding and Adjusted Diluted EPS	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Diluted weighted average shares of Class A and Class B common stock outstanding	214,895,418	214,660,853
Weighted average of other participating securities (1)	185,309	159,957
Assumed exchange of LLC Interests for shares of Class A or Class B common stock (2)	23,070,027	23,077,973
Adjusted diluted weighted average shares outstanding	238,150,754	237,898,783
Adjusted Net Income (in thousands)	$ 205,691	$ 167,925
Adjusted Diluted EPS	$ 0.86	$ 0.71

(1) Represents the weighted average of unvested stock awards and unsettled vested stock awards issued to certain retired or terminated employees that are entitled to non-forfeitable dividend equivalent rights and are considered participating securities prior to being issued and outstanding shares of common stock in accordance with the two-class method used for purposes of calculating earnings per share. See Note 2 – Significant Accounting Policies to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for a discussion of the two-class method.

(2) Assumes the full exchange of the weighted average of all outstanding LLC Interests held by non-controlling interests for shares of Class A or Class B common stock, resulting in the elimination of the non-controlling interests and recognition of the net income attributable to non-controlling interests.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with U.S. GAAP which requires us to make estimates and assumptions about future events that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. These estimates and assumptions are based on judgment and the best available information at the time. Management bases its estimates on historical experience, observance of trends in particular areas, information available from outside sources and various other assumptions that are believed to be reasonable under the circumstances. Information from these sources form the basis for making judgments about the carrying values of assets and liabilities that may not be readily apparent from other sources. Therefore, actual results could differ materially from those estimates. Management evaluates its accounting policies, estimates and judgments on an on-going basis.

Management evaluated the development and selection of its critical accounting policies and estimates and believes that the following policies are most critical to the portrayal of our financial condition and results of operations, and that require our most difficult, subjective or complex judgments in estimating the effect of inherent uncertainties. Our most critical policies and estimates include revenue recognition, stock-based compensation, current and deferred income taxes and the tax receivable agreement liability. With respect to critical accounting policies and estimates, even a relatively minor variance between actual and expected experience can potentially have a materially favorable or unfavorable impact on subsequent results of operations. More information on all of our significant accounting policies can be found in Note 2 – Significant Accounting Policies to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Revenue Recognition

We enter into contracts with our clients to provide a stand-ready connection to our electronic marketplaces, which facilitates the execution of trades by our clients. The access to our electronic marketplaces includes market data and continuous pricing data refreshes and the processing and reporting of trades thereon, which are highly interrelated services. The stand-ready connection to our electronic marketplaces is considered a single performance obligation satisfied over time as the client simultaneously receives and consumes the benefit from our performance as access is provided. This performance obligation constitutes a series of services that are substantially the same in nature and are provided over time using the same measure of progress.

For our services, we may earn subscription fees for granting access to our electronic marketplaces. We may also earn transaction fees and/or commissions from transactions executed on our trading platforms, including the basis point commissions earned on the monthly ADB of money market fund investments made through our ICD Portal and commission revenue from electronic and voice brokerage transacted on a riskless principal basis. Riskless principal revenues are derived on matched principal transactions where revenues are earned on the spread between the buy and sell price of the transacted product. Fixed monthly transaction fees and commissions or monthly transaction fee and commission minimums are generally earned on a monthly basis in the period the stand-ready trading services are provided. Variable transaction fee and commission revenue associated with a particular trade is recognized and recorded on a trade-date basis when the individual trade occurs. Variable commission revenue based upon a clients' ADB invested in money market funds during a calendar month is recorded monthly. Variable discounts or rebates on transaction fees and commissions are generally earned and applied monthly or quarterly, are resolved within the same reporting period and are recorded as a reduction to revenue in the period the relevant trades occur.

We earn fees from LSEG relating to the sale of market data to LSEG, which distributes that data. Included in these fees are real-time market data fees which are recognized monthly on a straight-line basis as LSEG receives and consumes the benefit evenly, over the contact period, as the data is provided, and fees for historical data sets which are recognized when the historical data set is provided to LSEG.

We are required to make significant judgments for the LSEG market data fees. Significant judgments used in accounting for this contract include the following determinations:

- The provision of real-time market data feeds and historical data sets are distinct performance obligations.
- The performance obligations under this contract are recognized over time from the initial delivery of the data feeds until the end of the contract term or at a point in time upon delivery of each historical data set.
- The transaction prices for the performance obligations were determined by using an adjusted market assessment analysis. Inputs in this analysis included publicly available price lists for data sets provided by other companies, planned internal pricing strategies and other market data points and adjustments obtained through consultations with market data industry experts regarding estimating a standalone selling price for each performance obligation.

During each of the three months ended March 31, 2025 and 2024, there were no material changes in the methodology or assumptions used to determine the LSEG market data fees.

Stock-Based Compensation

The stock-based payments received by the employees of the Company are accounted for as equity awards. The Company measures and recognizes the cost of employee services received in exchange for awards of equity instruments based on their estimated fair values measured as of the grant date.

For PSUs, the Company recognizes stock-based compensation based on the estimated grant date fair value of the awards computed with the assistance of a valuation specialist using a Monte Carlo simulation on a binomial model, which represents a significant accounting estimate given the significant level of estimation uncertainty relating to the selection of valuation assumptions required for the valuation. The significant assumptions used to estimate the fair value of the PSUs are years of maturity, annualized volatility and the risk-free interest rate. The maturity period represents the period of time that the award granted was modeled into the future, the risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of measurement corresponding with the maturity period of the award and the expected volatility is based upon historical volatility of the Company's Class A common stock. On March 17, 2025, we granted 65,532 PSUs with a grant date fair value totaling $14.2 million, which will be amortized into expense on a straight-line basis through December 31, 2027. The significant assumptions used in determining the grant date fair value of the award were a maturity of 2.8 years, annualized volatility of 25.04% and a risk-free interest rate of 3.95%. A change in any of the assumptions used to value these awards could materially affect stock-based compensation expense recorded in the current and future periods. During each of the three months ended March 31, 2025 and 2024, there were no material changes in the methodology or assumptions used to determine the valuation of our annual PSU grants.

For PRSUs, the Company recognizes stock-based compensation based on the fair market value of our Class A common stock at the grant date and an estimate of the number of shares included in expense each period is based on management's estimate of the probable final performance modifier for those grants, with such estimate updated each period until the performance modifier is finalized. For PRSUs granted during 2025 and 2024, the financial performance of the Company will be determined based on the compound annual growth rate over a three-year performance period beginning on January 1 in the year of grant and the performance modifier can vary between 0% (minimum) and 250% (maximum) of the target (100%) award amount. As of March 31, 2025, a 10% decrease in the estimated final share payouts would decrease the total expense recognized for these awards for the three months ended March 31, 2025 by approximately $2.0 million.

Income Taxes

Tradeweb Markets Inc. is subject to U.S. federal, state and local income taxes with respect to its taxable income, including its allocable share of any taxable income of TWM LLC, and is taxed at prevailing corporate tax rates. TWM LLC is a multiple member limited liability company taxed as a partnership and accordingly any taxable income generated by TWM LLC is passed through to and included in the taxable income of its members, including to us. TWM LLC records taxes for conducting business in certain state, local and foreign jurisdictions and records U.S. federal taxes for subsidiaries that are taxed as corporations for U.S. tax purposes. We currently record deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and measure the deferred taxes using the enacted tax rates and laws that will be in effect when such temporary differences are expected to reverse. The measurement of deferred taxes often involves the exercise of significant judgment related to the realization of tax basis. Our deferred tax assets and liabilities reflect our assessment that tax positions taken in filed tax returns and the resulting tax basis are more likely than not to be sustained if they are audited by taxing authorities. Assessing tax rates that we expect to apply and determining the years when the temporary differences are expected to affect taxable income requires judgment about the future apportionment of our income among the jurisdictions in which we operate. Any changes in our practices or judgments involved in the measurement of deferred tax assets and liabilities could materially impact our financial condition or results of operations.

In connection with recording deferred tax assets and liabilities, we record valuation allowances when we believe that it is more likely than not that the Company will not be able to realize its deferred tax assets in the future. We evaluate our deferred tax assets quarterly to determine whether adjustments to our valuation allowance are appropriate in light of changes in facts or circumstances, such as changes in tax law, interactions with taxing authorities and developments in case law. In making this evaluation, we rely on our recent history of pre-tax earnings, our forecasts of future earnings and the nature and timing of future deductions and benefits represented by the deferred tax assets, all of which involve the exercise of significant judgment. As of both March 31, 2025 and December 31, 2024, we had a $1.7 million valuation allowance established on our deferred tax assets. If forecasts of future earnings and the nature and estimated timing of future deductions and benefits change in the future, we may determine that existing valuation allowances must be revised or new valuation allowances created, any of which could materially impact our financial condition or results of operations. See Note 6 – Income Taxes to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

We recognize interest and penalties related to unrecognized tax benefits within the provision for income taxes in our condensed consolidated statements of income. Accrued interest and penalties are included within accounts payable, accrued expenses and other liabilities in our condensed consolidated statements of financial condition. A U.S. shareholder of a controlled foreign corporation (“CFC”) is required to include in income, as a deemed dividend, the global intangible low-taxed income (“GILTI”) of the CFC. We have elected to treat taxes due on future U.S. inclusions in taxable income of GILTI as a current period expense when incurred.

Tax Receivable Agreement

Tradeweb Markets Inc. entered into a Tax Receivable Agreement with TWM LLC and the Continuing LLC Owners which provides for the payment by Tradeweb Markets Inc. to a Continuing LLC Owner of 50% of the amount of U.S. federal, state and local income or franchise tax savings, if any, that Tradeweb Markets Inc. actually realizes (or in some circumstances is deemed to realize) as a result of (i) increases in the tax basis of TWM LLC’s assets resulting from (a) the purchase of LLC Interests from such Continuing LLC Owner, including with the net proceeds from the IPO, the October 2019 and April 2020 follow-on offerings and any future offering or (b) redemptions or exchanges by such Continuing LLC Owner of LLC Interests for shares of Class A common stock or Class B common stock or for cash, as applicable, and (ii) certain other tax benefits related to Tradeweb Markets Inc. making payments under the Tax Receivable Agreement. Substantially all payments due under the Tax Receivable Agreement are payable over the 15 years following the purchase of LLC Interests from Continuing LLC Owners or redemption or exchanges by Continuing LLC Owners of LLC Interests. The timing of the payments over the 15 year period is dependent upon our annual taxable income over the same period. In determining the estimated timing of payments, the current year’s taxable income is used to extrapolate an estimate of future taxable income. This requires significant judgment relating to projecting future earnings, the geographic mix of those earnings and the timing of deferred taxes becoming current.

The impact of any changes in the total projected obligations recorded under the Tax Receivable Agreement as a result of actual changes in the geographic mix of our earnings, changes in tax legislation and tax rates or other factors that may impact our actual tax savings realized will be reflected in income before taxes in the period in which the change occurs.

Recent Accounting Pronouncements

See Note 2 – Significant Accounting Policies to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for a discussion of recent accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency and Derivative Risk

We have global operations and substantial portions of our revenues, expenses, assets and liabilities are generated and denominated in non-U.S. dollar currencies.

The following table shows the percentage breakdown of our revenue and operating expenses denominated in currencies other than the U.S. dollar for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,	
	2025	2024
% of revenue denominated in foreign currencies [1]	30%	30%
% of operating expenses denominated in foreign currencies [2]	15%	16%

(1) Revenue in foreign currencies is primarily denominated in euros.
(2) Operating expenses in foreign currencies are primarily denominated in British pounds sterling.

Revenues, expenses, assets and liabilities denominated in non-functional currencies are recorded in the appropriate functional currency for the legal entity at the rate of exchange prevailing at the transaction date. Monetary assets and liabilities that are denominated in non-functional currencies are then remeasured at the end of each reporting period at the exchange rate prevailing at the end of the reporting period. Foreign currency remeasurement gains or losses on monetary assets and liabilities in nonfunctional currencies are recognized in the condensed consolidated statements of income within general and administrative expenses. Realized and unrealized gains/losses from foreign currency remeasurement of transactions in nonfunctional currencies recognized in the condensed consolidated statements of income within general and administrative expense totaled a $0.9 million gain and a $1.2 million loss during the three months ended March 31, 2025 and 2024, respectively.

Since our condensed consolidated financial statements are presented in U.S. dollars, we also translate all non-U.S. dollar functional currency revenues, expenses, assets and liabilities into U.S. dollars. All non-U.S. dollar functional currency revenue and expense amounts are translated into U.S. dollars monthly at the average exchange rate for the month. All non-U.S. dollar functional currency assets and liabilities are translated at the rate prevailing at the end of the reporting period. Gains or losses on translation in the financial statements, when the functional currency is other than the U.S. dollar, are included as a component of other comprehensive income. Accordingly, increases or decreases in the value of the U.S. dollar against the other currencies will affect our operating revenues, operating income and the value of balance sheet items.

Aside from U.S. dollars, a significant portion of our revenues are denominated in euros and a significant portion of our expenses are denominated in British pound sterling. The following table shows the average foreign currency exchange rates to the U.S. dollar for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,	
	2025	2024
Euros	$ 1.05	$ 1.09
British pound sterling	$ 1.26	$ 1.27

The following table shows the change in revenue and operating income caused by fluctuations in foreign currency rates used in translation during the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,	
Impact of Foreign Currency Rate Fluctuations (dollars in thousands)	2025	2024
Increase (decrease) in revenue	$ (4,200)	$ 50
Increase (decrease) in operating income	$ (3,400)	$ (500)

The following table shows the impact a hypothetical 10% increase or decrease in the U.S. dollar against all other currencies and a hypothetical 10% increase or decrease in only euro or only British pound sterling exchange rates would have on the translation of actual revenue and operating income for the three months ended March 31, 2025 and 2024:

Hypothetical 10% Change in Value of U.S. Dollar (dollars in thousands)	Three Months Ended March 31, 2025			Three Months Ended March 31, 2024		
All currencies						
Effect of 10% change on revenue	+/-	$	16,900	+/-	$	13,400
Effect of 10% change on operating income	+/-	$	12,000	+/-	$	9,000
Euros						
Effect of 10% change on revenue	+/-	$	14,700	+/-	$	11,900
Effect of 10% change on operating income	+/-	$	14,300	+/-	$	11,400
British pound sterling						
Effect of 10% change on revenue	+/-	$	900	+/-	$	500
Effect of 10% change on operating income	+/-	$	2,800	+/-	$	2,700

We have derivative risk relating to our foreign exchange derivative contracts. We enter into foreign currency forward contracts to mitigate our U.S. dollar and British pound sterling versus euro exposure, generally with a duration of not more than 12 months. We do not use derivative instruments for trading or speculative purposes. As of March 31, 2025 and December 31, 2024, the notional amount of our foreign currency forward contracts was $284.0 million and $238.2 million, respectively. Realized and unrealized gains/losses on foreign currency forward contracts totaled a $6.3 million loss and a $4.4 million gain during the three months ended March 31, 2025 and 2024, respectively.

By using derivative instruments to hedge exposures to foreign currency fluctuations, we are exposed to credit risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. When the fair value of a derivative contract is negative, we owe the counterparty and, therefore, we are not exposed to the counterparty's credit risk in those circumstances. We attempt to minimize counterparty credit risk in derivative instruments by entering into transactions with high-quality counterparties whose credit rating is at least upper-medium investment grade. As of March 31, 2025 and December 31, 2024, the counterparty on each of the foreign exchange derivative contracts was an affiliate of LSEG.

Credit Risk

Cash and cash equivalents includes cash and highly liquid investments held by a limited number of global financial institutions, including cash amounts in excess of federally insured limits. To mitigate this concentration of credit risk, the Company invests through high-credit-quality financial institutions, monitors the concentration of credit exposure of investments with any single obligor and diversifies as determined appropriate.

We have credit risk relating to our receivables, which are primarily receivables from financial institutions, including investment managers and brokers and dealers and our investments in available-for-sale debt securities. As of March 31, 2025 and December 31, 2024, the allowance for credit losses with regard to these receivables totaled $0.3 million and $0.4 million, respectively.

In the normal course of our business we, as an agent, execute transactions with, and on behalf of, other brokers and dealers. If these transactions do not settle because of failure to perform by either counterparty, we may be obligated to discharge the obligation of the non-performing party and, as a result, may incur a loss if the market value of the instrument is different than the contractual amount. This credit risk exposure can be directly impacted by volatile trading markets, as our clients may be unable to satisfy their contractual obligations during volatile trading markets.

Additionally, in the normal course of business, the Company, as an introducing broker, executes transactions on behalf of or with clients of the Company, which are cleared by a clearing broker. As between the Company and the clearing broker, the Company is responsible for losses that may result from the clearing broker's rejection, reversal or cancellation of a transaction.

Our policy is to monitor our market exposure and counterparty risk. Counterparties are evaluated for creditworthiness and risk assessment prior to our initiating contract activities. The counterparties' creditworthiness is then monitored on an ongoing basis, and credit levels are reviewed to ensure that there is not an inappropriate concentration of credit outstanding to any particular counterparty.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management has evaluated, under the supervision of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, our CEO and CFO have concluded that our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q are effective at a reasonable assurance level in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner and (2) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our management, including our CEO and CFO, does not expect that our disclosure controls and procedures will prevent or detect all errors and all fraud. While our disclosure controls and procedures are designed to provide reasonable assurance of their effectiveness, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

Changes in Internal Control over Financial Reporting

There were no changes to our internal control over financial reporting during the quarter ended March 31, 2025 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Except as set forth in Note 13 to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q, there have been no material changes from the legal proceedings previously disclosed under the heading “Item 3. Legal Proceedings” in Part I of our 2024 Form 10-K.

ITEM 1A. RISK FACTORS

There have been no material changes to our principal risks that we believe are material to our business, results of operations and financial condition, from the risk factors previously disclosed in “Item 1A. Risk Factors” in Part I of our 2024 Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities

Not applicable.

Issuer Purchases of Equity Securities

During the three months ended March 31, 2025, we did not repurchase any securities pursuant to the 2022 Share Repurchase Program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

(a) None.

(b) None.

(c) *Securities Trading Plans of Executive Officers and Directors*

During the three months ended March 31, 2025, none of our directors or executive officers adopted, modified or terminated a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, as defined in Item 408 of Regulation S-K (“Rule 10b5-1 trading arrangements”) or a non-Rule 10b5-1 trading arrangement (as defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit
10.1*†	Employment Offer Letter by and between Amy Clack and Tradeweb Markets LLC, dated as of May 9, 2024.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover page formatted as Inline XBRL and contained in Exhibit 101.

* Filed herewith.
** Furnished herewith.
† Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRADEWEB MARKETS INC.

April 30, 2025	/s/ William Hult
	By: William Hult Chief Executive Officer (Principal Executive Officer)
April 30, 2025	/s/ Sara Furber
	By: Sara Furber Chief Financial Officer (Principal Financial Officer)

EXHIBIT 10.1

EXECUTION COPY

Tradeweb

1177 Avenue of the Americas
New York, NY 10036

phone: 646.430.6000
fax: 646.430.6250
e-mail: help@tradeweb.com
www.tradeweb.com

May 9, 2024

PERSONAL AND CONFIDENTIAL

Amy B. Clack
[redacted]

Dear Amy,

On behalf of Tradeweb Markets LLC and/or its subsidiaries (the "Company"), I am very pleased to confirm our offer of employment to you as follows:

Position: Your title will be Chief Administrative Officer, Managing Director. You will also be designated as a Section 16 officer of Tradeweb Markets Inc.

Employment Date: A mutually agreed date promptly following your acceptance of this offer letter, subject to any notice or garden leave periods required by your current employer.

Location: New York, NY

Total Compensation: Your minimum guaranteed annualized total compensation for the 2024 calendar year will be $3,000,000, consisting of: (x) an annual base salary of $400,000, pro-rated for the partial calendar year, less applicable deductions, payable semi-monthly in accordance with the Company's normal payroll practices; plus (y) a full-year cash bonus of $800,000, less applicable deductions, subject only to your employment by the Company at the time annual bonuses are paid; plus (z) an equity-based award with a grant date fair value of $1,800,000 (the "2024 Equity Award"), to be awarded in 2025 in the ordinary course, subject only to your employment by the Company at the grant date, the details of which will be determined and finalized by the Compensation Committee of the Board of Directors as part of the annual compensation process. The 2024 Equity Award will be subject to the terms and conditions, including vesting and forfeiture provisions, of an award agreement to be provided to you at the time of grant.

Your entitlement to a bonus or equity-based award for the 2025 calendar year and for future years, and the amount and composition thereof, shall be determined in the sole discretion of the Company and is subject to your employment by the Company at the time annual cash bonuses are paid or at the time required by any long-term incentive bonus awards, as the case may be.

For 2024, the Company may choose to pay amounts in excess of the final bonus and Equity Award noted above, in each case based on your individual contribution towards the Company's goals and objectives, as well as the overall performance of the Company.

Signing Cash Advance: We understand that certain cash payments made to you by your current employer, corresponding to the amount set forth below, may be required to be repaid by you as a result of the termination of your employment from such employer. As a special accommodation to you subject to the terms set forth herein, the Company agrees to provide you with a one-time cash advance in the amount of $1,906,607, payable to you within thirty (30) days of your official start date subject to applicable deductions and withholding (the "Signing Advance"); provided that the Signing Advance shall only be paid if you are employed by the Company at the time the Signing Advance is to be paid. For the avoidance of doubt, if the actual amount required to be repaid to your current employer is less than this amount (due to enforcement of a garden leave requirement or for any other reason), the dollar amount of the Signing Advance will be reduced accordingly (and in the event the Signing Advance has already been paid to you prior to such a reduction, you will at the time of such reduction be obligated to repay the Company the difference, it being understood that this parenthetical shall not limit the application of the following paragraph and vice versa).

In the event that your employment with the Company terminates at any time during the first twenty-four (24) months of employment for any reason other than (a) termination by the Company without Cause, (b) your death, or (c) as a result of a Change in Control (as defined in the Tradeweb Markets Inc. 2019 Omnibus Equity Incentive Plan), then you shall, upon such termination, be obligated to repay the Company a pro-rated portion of the gross amount of the Signing Advance. The repayment amount will be calculated by dividing the total amount of the Signing Advance by twenty-four (24) months and multiplying that number by the number of months (including any partial month, which shall count as a "month" for this purpose) left until the second anniversary of your date of employment. After twenty-four (24) months following your employment date, you will have no obligation to repay the Signing Advance. Solely for the purposes of this paragraph and without applicability for any other purpose, "Cause" is defined as
(i) dishonest statements or acts with respect to the Company or any affiliate of the Company, or any current or prospective customers, suppliers vendors or other third parties with such entity does business; (ii) your commission of any act that would constitute (A) a felony or (B) any misdemeanor involving moral turpitude, deceit, dishonesty or fraud; (iii) your failure to perform your assigned duties and responsibilities to the reasonable satisfaction of the Company which failure continues, in the reasonable and sole judgment of the Company, after written notice given to you by the Company; (iv) your gross negligence, willful misconduct or insubordination with respect to the Company or any affiliate of the Company; (v) your material violation of this offer letter or of any agreement between you and the Company or any affiliate of the Company; (vi) your intentional damage to any Company property; or (vii) your commission of any act, occurring or coming to light during your employment with the Company, (A) that brings you or the Company into public contempt or ridicule or (B) that the board of directors of Tradeweb Markets Inc. reasonably judges (after affording you an opportunity to respond) to be likely to injure the operations or reputation of the Company or any of its affiliates.

With respect to any amount of the Signing Advance that may be repayable by you hereunder (such amount, collectively the "Repayment Amount"), you shall repay such amount to the Company within sixty (60) days of becoming obligated to do so, or, to the extent permitted under applicable law, you hereby authorize the Company to deduct any Repayment Amount from any wages/salary owed to you after you become obligated to repay.

Special Deferred Bonus: We understand that certain deferred long-term incentive compensation from your current employer, corresponding to the award amounts set forth below, may be forfeited in its entirety by you as a result of the termination of your employment from such employer. In recognition of such forfeiture, the Company will provide you with comparable deferred long-term incentive compensation opportunities as outlined below. For the avoidance of doubt, if your current employer decides to vest or to pay you for any unvested long-term incentive compensation currently held by you, the award amounts below will be modified to reflect such vesting or payment.

As such, as soon as practicable following your commencement of employment, the Company shall, subject to applicable restrictions under the deferred compensation tax laws, grant to you restricted stock units (RSUs), reasonably estimated to have the following value at time of issuance:

- You will receive RSUs valued at $632,527.30 on the date of grant, which shall vest on January 1, 2025.
- You will receive RSUs valued at $632,527.30 on the date of grant, which shall vest on January 1, 2026.
- You will receive RSUs valued at $287,846.47 on the date of grant, which shall vest on January 1, 2027.
- You will receive RSUs valued at $287,846.47 on the date of grant, which shall vest on January 1, 2028.

The RSUs will be subject to the terms and conditions applicable to RSUs granted under the Company's equity incentive plan and restricted stock unit award agreements, which you will be required to sign along with a restrictive covenant agreement to receive such RSU grants.

Exemption Status: This is an exempt position.

Benefits: You will be eligible for participation in the Company's various benefit programs, including Medical, Dental, Vision, Life Insurance, Short- and Long-term Disability and the Company's 401(k) Savings Plan, in accordance with the terms and conditions of those plans. You will also be eligible to receive paid time off, pro-rated based upon the date you begin employment, and you will be eligible for all Company designated holidays. You will receive detailed information when your employment commences.

Orientation: Human Resources will provide you with details regarding your New Employee Orientation prior to your start date. Please understand your offer of employment is contingent upon each of the following:

Tradeweb Onboarding Agreements

Your offer of employment is contingent upon you entering into any onboarding agreement(s) provided to you in the online recruitment tool, which will include agreements that cover confidentiality, invention assignment and other restrictive covenants.

Tradeweb Code of Business Conduct and Ethics

Your employment is subject to all the terms and conditions of the Tradeweb Code of Business Conduct and Ethics, which will be distributed to you during onboarding, and which must be acknowledged prior to your commencement date with the Company.

Background Check

This offer is contingent upon successful background check(s) prior to your start date. You understand that any unsatisfactory result from, refusal to cooperate with, or any attempts to affect the results of these pre-employment checks will result in the withdrawal of any employment offer or termination of employment if already employed.

Proof of Identity and Employment Eligibility

Government regulations require us to make all offers of employment contingent upon your ability to provide proof of your identity and eligibility for employment in the United States. You must present original documentation upon hire in order to complete the Federal I9 form. If you do not present this information, you may not begin employment, as required by law. Please refer to the pre-approved document list and bring the appropriate documents with you on your first day of work. Additional instructions are also enclosed for your review.

Required Approvals

In addition to your appointment as an officer of Tradeweb Markets Inc., which is subject to approval by the Board of Directors of Tradeweb Markets Inc. (the "Board"), the financial terms set forth herein, including without limitation the total compensation package and special deferred bonus, are subject to approval by the Compensation Committee of the Board.

While I have every expectation that you will have a successful career with us, I must remind you that your employment with the Company is on an "at will" basis, which means that either of us may choose to terminate your employment at any time, with or without cause, with or without notice and without compensation except for time worked. Accordingly, nothing in this offer letter should be construed as creating a contract of employment or employment for a specified term.

I look forward to your accepting this offer, and in the meantime, if you have any questions, please do not hesitate to contact the Human Resources team.

Sincerely,

/s/ William Hult
Billy Hult
Chief Executive Officer

The undersigned accepts the above employment offer and agrees that (i) it contains the terms of employment with the Company, (ii) the employment offered is "at will" as described above, (iii) this offer supersedes any and all prior understandings, offers or agreements, whether oral or written, and (iv) there are no other terms of employment, express or implied. The undersigned further represents and warrants that in your acceptance of and performance in this position, you will not violate the terms of any agreement or any other obligations, whether contractual or otherwise, applicable to you, and that you will not disclose, utilize or make available to us any confidential or proprietary information of any third party or violate any obligation with respect to such information.

The undersigned also understands that no representation, whether oral or written, by any manager, supervisor, or representative of the Company, can supplement or modify this employment offer or constitute a contract of employment or employment for any specific duration.

Signed: /s/ Amy B. Clack
Amy B. Clack

Date: May 9, 2024

EXHIBIT 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William Hult, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2025 of Tradeweb Markets Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 30, 2025

/s/ William Hult
William Hult
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Sara Furber, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2025 of Tradeweb Markets Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 30, 2025

/s/ Sara Furber

Sara Furber
Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Tradeweb Markets Inc. (the “Company”) for the fiscal quarter ended March 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), William Hult, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 30, 2025	/s/ William Hult
	William Hult Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Tradeweb Markets Inc. (the “Company”) for the fiscal quarter ended March 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Sara Furber, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to her knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 30, 2025

/s/ Sara Furber
Sara Furber
Chief Financial Officer