SEC Form 4

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Hult William			2. Issuer Name and Ticker or Trading Symbol <u>Tradeweb Markets Inc.</u> [TW]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)			
TRADEWEB MARKETS INC.			03/16/2022		President				
1177 AVENUE OF THE AMERICAS		ERICAS							
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fil	ing (Check Applicable			
NEW YORK	NY	10036		X	Form filed by One Re	porting Person			
					Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A common stock	03/16/2022		F		4,580(1)	D	\$87.43	221,512 ⁽²⁾	D	
Class A common stock	03/16/2022		A		13 ⁽³⁾	A	\$0	221,525 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Deriv	unt of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares withheld by the issuer to satisfy the tax withholding obligation associated with the settlement of restricted stock units ("RSUs") in respect of the issuer's Class A common stock ("Class A Common Stock") held by the reporting person.

2. This amount includes (i) 14,364 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on March 17, 2023, (ii) 86,184 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2023, (iii) 16,563 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on each of March 15, 2023 and March 15, 2024, (iv) 49,688 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2024, and (v) 25,963 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on the first, second and third anniversaries of March 15, 2022, in each case subject to the reporting person's continued employment through the applicable vesting date.

3. Represents shares of Class A Common Stock acquired in connection with the settlement of certain dividend equivalent rights (the "DERs"). The DERs were granted in connection with previously awarded RSUs, and settled in shares of Class A Common Stock in connection with the settlement of the RSUs to which they relate.

<u>/s/ Scott Zucker, Attorney-in-</u> <u>Fact for William Hult</u> <u>03/18/2022</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.