

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Zucker Scott</u>  (Last) (First) (Middle) TRADEWEB MARKETS INC. 1177 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tradeweb Markets Inc. [ TW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Admin. and Risk Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/18/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/19/2024</u>	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock <sup>(1)</sup>	03/18/2024		A <sup>(2)</sup>		13	A	\$0	31,350 <sup>(3)</sup>	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On March 19, 2024, the reporting person filed a Form 4 that reported the gross number of shares to which the reporting person became entitled in settlement of certain dividend equivalent right (the "DER") proceeds, rather than the number of actual shares acquired net of withholding taxes, in connection with the settlement of restricted stock units ("RSUs") in respect of the issuer's Class A common stock (the "Class A Common Stock") held by the reporting person. This Form 4/A reports the correct number of shares acquired and the correct number of shares held by the reporting person following the transaction that occurred on March 18, 2024.
- Represents shares of Class A Common Stock acquired in connection with the settlement of 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.
- This amount includes (i) 1,493 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on March 15, 2025, (ii) 5,785 unvested RSUs in respect of Class A Common Stock that are scheduled to vest on January 1, 2025, (iii) 3,881 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on March 15, 2025 and March 15, 2026, (iv) 10,555 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on January 1, 2026, and (v) 3,869 unvested RSUs in respect of Class A Common Stock which are scheduled to vest on March 15, 2025, March 15, 2026 and March 15, 2027, in each case subject to the reporting person's continued employment through the applicable vesting date.

**Remarks:**

/s/ Douglas Friedman,  
Attorney-in-Fact for Scott Zucker      05/08/2024

\*\* 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.