FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Filed pursuan
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ATEMENT OF CHANGES IN BEN

nt to Section 16(a) of the Securities Exchange Act of ction 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Friedman Douglas		on*	2. Issuer Name and Ticker or Trading Symbol <u>Tradeweb Markets Inc.</u> [TW]	(Check	tionship of Reporting Pers all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify					
(Last) TRADEWEB N	(First) IARKETS INC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2024	X	below) General Counsel and	below)					
1177 AVENUE (Street) NEW YORK	177 AVENUE OF THE AMERICAS		4. If Amendment, Date of Original Filed (Month/Day/Year)	g (Check Applicable orting Person n One Reporting							
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								
	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. Transa Code (8)		4. Securities Disposed Of 5)			Securities Beneficially	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A common stock	02/09/2024		A		13,682(1)	Α	\$ <mark>0</mark>	36,158 ⁽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)		of Expir		Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		e and int of rities rlying ative ative (Instr. 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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The reported transaction reflects the acquisition of performance-based restricted stock units ("RSUs") in respect of the issuer's Class A common stock ("Class A Common Stock") that were granted to the reporting person on March 15, 2023, subject to the achievement of certain performance goals in respect of calendar year 2023. The level of achievement of those performance goals was determined on February 9, 2024. These RSUs remain unvested and are scheduled to vest on January 1, 2026, subject to the reporting person's continued employment through such date.

2. This amount includes (i) 1,697 unvested RSUs in respect of the Class A common stock which are scheduled to vest on March 15, 2024, (ii) 3,483 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on March 15, 2024 and March 15, 2025, (iii) 6,749 unvested RSUs in respect of Class A Common Stock that are scheduled to vest on January 1, 2025, and (iv) 7,547 unvested RSUs in respect of Class A Common Stock which are scheduled to vest in equal installments on March 15, 2024, March 15, 2025 and March 15, 2026, in each case subject to the reporting person's continued employment through the applicable vesting date.

Remarks:

/s/ Douglas Friedman

02/12/2024

** 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.