

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).

**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

<b>1. Name and Address of Reporting Person*</b> <u>Olesky Lee</u>  (Last) (First) (Middle) TRADEWEB MARKETS INC. 1177 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10036  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Tradeweb Markets Inc. [ TW ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 10/26/2018	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	04/08/2019		P		20,000 <sup>(1)</sup>	A	\$27	418,948 <sup>(2)</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						Title
Non-voting common units of Tradeweb Markets LLC	(3)	03/22/2019		G <sup>(4)</sup>	V		208,487	(3)	(3)	Class A common stock	208,487	\$0	0	D	
Non-voting common units of Tradeweb Markets LLC	(3)	03/22/2019		G <sup>(4)</sup>	V	208,487		(3)	(3)	Class A common stock	208,487	\$0	208,487	I	See footnote <sup>(4)</sup>
Stock Option (Right to Buy)	\$20.59	10/26/2018		A		4,227,053		(5)	10/26/2028	Class A common stock	4,227,053	\$0	4,227,053	D	
Stock Option (Right to Buy)	\$20.59	03/22/2019		G <sup>(5)</sup>	V		338,164	(5)	10/26/2028	Class A common stock	338,164	\$0	3,888,889	D	
Stock Option (Right to Buy)	\$20.59	03/22/2019		G <sup>(5)</sup>	V	338,164		(5)	10/26/2028	Class A common stock	338,164	\$0	338,164	I	See footnote <sup>(5)</sup>

**Explanation of Responses:**

- The reporting person purchased these shares in connection with the closing of the initial public offering of the issuer (the "IPO") at the IPO price of \$27.00 per share pursuant to the directed share program described in the issuer's registration statement. The shares are subject to a lock-up provision for a period of 180 days, as required under a lock-up agreement with the underwriters of the IPO.
- This amount includes 398,948 unvested restricted stock units in respect of the issuer's Class A common stock ("Class A Common Stock"). Subject to the reporting person's continued employment through each vesting date, these restricted stock units are scheduled to vest as follows: (i) 191,235 restricted stock units will vest on January 1, 2020, and (ii) 207,713 restricted stock units will vest on January 1, 2021.
- Pursuant to the terms of the limited liability company agreement for Tradeweb Markets LLC, a subsidiary of the issuer, non-voting common units of Tradeweb Markets LLC ("LLC Units"), may be exchanged for shares of Class A Common Stock or Class B common stock of the issuer, in each case, on a one-for-one basis at the discretion of the holder. Upon such an exchange, a corresponding number of shares of Class D common stock of the issuer ("Class D Common Stock") held by the reporting person (or shares of Class C common stock of the issuer ("Class C Common Stock"), in the event the reporting person exchanged their shares of Class D Common Stock for shares of Class C Common Stock) will be canceled. These exchange rights do not expire.
- On March 22, 2019, the reporting person transferred his LLC Units to The Lee Olesky 2019 Family Trust ("The Family Trust"). The reporting person and his wife, as the co-trustees of The Family Trust, share the power to vote and invest the securities, but each disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein.
- On October 26, 2018, the reporting person was granted an option to purchase 4,227,053 shares of Class A Common Stock. On March 22, 2019, the reporting person transferred an option to purchase 338,164 shares of Class A Common Stock held by the reporting person to The Family Trust, which option is fully vested and exercisable as of the date hereof. The reporting person retained an option to purchase 3,888,889 shares of Class A Common Stock following the transfer, which option is vested as to 3,043,479 of the shares subject thereto as of the date hereof. The remainder of the option will vest on January 1, 2020, subject to the reporting person's continued employment on such date. The reporting person and his wife, as the co-trustees of The Family Trust, share the power to vote and invest the securities held by The Family Trust, but each disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein.

/s/ Scott Zucker, Attorney-in-Fact for Lee Olesky 04/08/2019

\*\* 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.

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