
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 16, 2023**

Tradeweb Markets Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-38860

(Commission
File Number)

83-2456358

(I.R.S. Employer
Identification No.)

**1177 Avenue of the Americas
New York, New York**

(Address of Principal Executive Offices)

10036

(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 16, 2023, the Board of Directors (the “Board”) of Tradeweb Markets Inc. (the “Company”) appointed Mr. Troy Dixon, age 51, as a Class I independent director, effective as of March 1, 2023. Mr. Dixon will hold office until the annual meeting of stockholders to be held in 2023 and until his successor shall be elected and qualified or until his earlier death, resignation, retirement, disqualification or removal.

Mr. Dixon was designated to serve on the Board by Refinitiv Parent Limited (“Refinitiv”), our controlling stockholder, pursuant to Refinitiv’s director designation right as set forth in Section 2.1 of that certain Stockholders Agreement, dated as of April 8, 2019, by and among the Company and the stockholders named therein. Mr. Dixon does not have any family relationships with any director or executive officer of the Company and there are no transactions in which Mr. Dixon has an interest requiring disclosure under Item 404(a) of Regulation S-K.

In connection with his appointment to the Board, Mr. Dixon will be entitled to receive an annual cash retainer of \$100,000 and an annual equity award of restricted stock units with a value of \$150,000, prorated to reflect days of service and in accordance with the Company’s non-employee director compensation program.

Mr. Dixon is the Founder and Chief Investment Officer of Hollis Park Partners LP, an alternative asset manager that specializes in structured products, a position he has held since 2013. Mr. Dixon has nearly thirty years of industry experience, including leading residential mortgage-backed securities (RMBS) trading at UBS Inc. from 2002 to 2006 and at Deutsche Bank from 2006 to 2013. At Deutsche Bank he was also a member of the Corporate Banking & Securities Americas Executive Committee and the Rates and Credit Trading Executive Committee. Mr. Dixon currently serves as an independent board member and head of the Audit Committee of Lafayette Square Business Development Corporation, and a board member of Boys Hope Girls Hope and New Height Youth Inc. He previously served on the Securities Industry and Financial Markets Association’s (SIFMA) RMBS Executive Board. He received a Bachelor of Arts degree from The College of the Holy Cross. Mr. Dixon was appointed to serve on our Board because of his deep knowledge of the trading industry.

The Company will enter into its standard form of indemnification agreement for directors and officers, a copy of which was previously filed as Exhibit 10.16 to the Company’s Registration Statement on Form S-1 (File No. 333-230115) and is incorporated herein by reference, with Mr. Dixon.

Item 7.01. Regulation FD Disclosure.

On February 21, 2023, the Company issued a press release announcing the appointment of Troy Dixon. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Exhibit Description
10.1	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.16 to the Company’s Registration Statement on Form S-1 (File No. 333-230115)).
99.1	Press Release of Tradeweb Markets Inc., dated February 21, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 hereunto duly authorized.

TRADEWEB MARKETS INC.

Date: February 21, 2023

By: /s/ Douglas Friedman

Name: Douglas Friedman

Title: General Counsel

NEWS RELEASE**Troy Dixon Appointed to Tradeweb Board of Directors**

NEW YORK – February 21, 2023 – Tradeweb Markets Inc. (Nasdaq: TW), a leading, global operator of electronic marketplaces for rates, credit, equities and money markets, today announced the appointment of Troy Dixon to its Board of Directors as an independent director, effective March 1, 2023.

Mr. Dixon brings nearly 30 years of industry experience to the Tradeweb Board. He is the Founder and Chief Investment Officer of Hollis Park Partners LP, an alternative asset manager that specializes in structured products, a position he has held since 2013. Prior to that he led residential mortgage-backed securities (RMBS) trading at UBS Inc. from 2002 to 2006 and at Deutsche Bank from 2006 to 2013. At Deutsche Bank he was also a member of the Corporate Banking & Securities Americas Executive Committee and the Rates and Credit Trading Executive Committee.

Billy Hult, Chief Executive Officer at Tradeweb, commented: “I am excited to welcome Troy to the Tradeweb Board as we enter into this next era of growth for the firm. Troy’s deep understanding and experience navigating the complexities of fixed income markets, coupled with his extensive investment background, will prove invaluable as we look for new opportunities to advance our business.”

Lee Olesky, Chairman of the Board at Tradeweb, commented: “Troy is a proven industry leader with robust experience in structured products, fixed income trading and asset management. He’s an excellent addition to the Board and we are thrilled to welcome him.”

Mr. Dixon currently serves as an independent board member and head of the Audit Committee of Lafayette Square Business Development Corporation, and a board member of Boys Hope Girls Hope and New Height Youth Inc. He previously served on the Securities Industry and Financial Markets Association’s (SIFMA) RMBS Executive Board. He received his B.A. from The College of the Holy Cross.

About Tradeweb Markets

Tradeweb Markets Inc. (Nasdaq: TW) is a leading, global operator of electronic marketplaces for rates, credit, equities and money markets. Founded in 1996, Tradeweb provides access to markets, data and analytics, electronic trading, straight-through-processing and reporting for more than 40 products to clients in the institutional, wholesale and retail markets. Advanced technologies developed by Tradeweb enhance price discovery, order execution and trade workflows while allowing for greater scale and helping to reduce risks in client trading operations. Tradeweb serves approximately 2,500 clients in more than 65 countries. On average, Tradeweb facilitated more than \$1.1 trillion in notional value traded per day over the past four quarters. For more information, please go to www.tradeweb.com.

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Forward-Looking Statements

This release contains forward-looking statements within the meaning of the federal securities laws. Statements related to, among other things, our outlook and future performance, the industry and markets in which we operate, our expectations, beliefs, plans, strategies, objectives, prospects and assumptions and future events 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, including those discussed under the heading “Risk Factors” in documents of Tradeweb Markets Inc. on file with or furnished to the SEC, may cause our actual results, performance or achievements to differ materially from those expressed or

implied by these forward-looking statements. 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 release are not guarantees of future performance and 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 release. In addition, even if 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 release, they may not be predictive of results or developments in future periods.

Any forward-looking statement that we make in this release 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 release.