

CME GROUP INC.
Form 8-K
May 26, 2015

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)

May 20, 2015

CME GROUP INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-31553
(Commission

File No.)

36-4459170
(IRS Employer

Identification No.)

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20 South Wacker Drive

Chicago, Illinois 60606

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (312) 930-1000

N/A

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- .. 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The CME Group Inc. (the Company) Annual Meeting of Shareholders was held on May 20, 2015 (the Annual Meeting). At the Annual Meeting, the Company submitted to shareholders for approval, on an advisory basis, a proposed amendment to its Tenth Amended and Restated Bylaws to adopt Delaware as the exclusive forum for certain legal matters as set forth in Section 9.1. Forum for Adjudication of Certain Disputes of the Bylaws. The proposal was approved and the Eleventh Amended and Restated Bylaws were adopted as of May 20, 2015.

The foregoing description of the amendment to the Bylaws is only a summary, does not purport to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the complete text of the Eleventh Amended and Restated Bylaws, which are filed as Exhibit 3.1 hereto and are incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the close of business on March 24, 2015, the record date of the Annual Meeting, the Company had 337,552,274 shares of Class A and Class B common stock issued and outstanding. The holders of a total of 269,990,985 shares of Class A and Class B common stock were present at the Annual Meeting, either in person or by proxy, which total constituted approximately 80% of the issued and outstanding shares on the record date for the Annual Meeting. Additionally, 49% of the Class B-1, 46% of the Class B-2 and 46% of the Class B-3 shares of common stock were present at the Annual Meeting, either in person or by proxy.

The results of the proposals are as follows:

- The election of nineteen Equity Directors to serve until 2016 (elected by the Class A and Class B shareholders voting together as a single class):*

| <i>Name</i> | <i>Votes For</i> | <i>Against</i> | <i>Abstain</i> |
|-----------------------|------------------|----------------|----------------|
| Terrence A. Duffy | 236,592,304 | 5,899,226 | 448,817 |
| Phupinder S. Gill | 237,397,499 | 5,044,520 | 498,328 |
| Timothy S. Bitsberger | 238,014,630 | 4,142,218 | 783,499 |
| Charles P. Carey | 234,949,337 | 5,578,508 | 2,412,502 |
| Dennis H. Chookaszian | 214,568,630 | 25,868,733 | 2,502,984 |
| Ana Dutra | 237,675,178 | 4,555,731 | 709,438 |
| Martin J. Gepsman | 233,506,419 | 7,101,732 | 2,332,196 |
| Larry G. Gerdes | 237,713,800 | 4,619,673 | 606,874 |
| Daniel R. Glickman | 235,997,452 | 6,358,890 | 584,005 |
| J. Dennis Hastert | 237,120,327 | 5,358,291 | 461,729 |
| Leo Melamed | 218,488,761 | 22,230,646 | 2,220,940 |
| William P. Miller II | 235,508,237 | 5,000,448 | 2,431,662 |
| James E. Oliff | 234,558,874 | 5,951,625 | 2,429,848 |
| Edemir Pinto | 235,114,815 | 5,417,488 | 2,408,044 |
| Alex J. Pollock | 235,378,818 | 6,912,109 | 649,420 |
| John F. Sandner | 234,073,290 | 6,461,518 | 2,405,539 |
| Terry L. Savage | 236,570,964 | 5,883,812 | 485,571 |
| William R. Shepard | 213,024,605 | 27,678,171 | 2,237,571 |
| Dennis A. Suskind | 238,225,522 | 4,102,761 | 612,064 |

There were a total of 27,050,638 broker non-votes in this proposal.

2. *The ratification of the appointment of Ernst & Young LLP as the Company's independent public accounting firm for 2015 (ratified by the Class A and Class B shareholders voting together as a single class):*

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 267,355,727 | 2,198,677 | 436,581 |

3. *The approval, by advisory vote, of the compensation of the Company's named executive officers (approved by the Class A and Class B shareholders voting together as a single class):*

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 234,974,149 | 7,094,050 | 872,148 |

There were a total of 27,050,638 broker non-votes in this proposal.

4. *Approval, on an advisory basis, of an Amendment to the Tenth Amended and Restated Bylaws of CME Group Inc. (approved by the Class A and Class B shareholders voting together as a single class):*

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 150,365,470 | 88,655,755 | 3,919,122 |

There were a total of 27,050,638 broker non-votes in this proposal.

5. *The election of Class B Directors:*

- a. *The election of three Class B-1 Directors to serve until 2016 from a slate of five nominees (the nominees in bold were elected by the Class B-1 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-----------------------------|------------------|----------------------|--------------------|
| Jeffrey M. Bernacchi | 191 | 42 | 65 |
| William W. Hobert | 164 | 35 | 99 |
| Bruce F. Johnson | 139 | 56 | 103 |
| Jeremy J. Perlow | 78 | 73 | 147 |
| Howard J. Siegel | 154 | 58 | 86 |

- b. *The election of two Class B-2 Directors to serve until 2016 from a slate of four nominees (the nominees in bold were elected by the Class B-2 shareholders):*

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| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-------------------------|------------------|----------------------|--------------------|
| Patrick W. Maloney | 101 | 84 | 174 |
| Ronald A. Pankau | 206 | 44 | 109 |
| David J. Wescott | 260 | 41 | 58 |
| James J. Zellinger | 58 | 100 | 201 |

- c. *The election of one Class B-3 Director to serve until 2016 from a slate of three nominees (the nominee in bold was elected by the Class B-3 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|--------------------------|------------------|----------------------|--------------------|
| Elizabeth A. Cook | 302 | 81 | 187 |
| Thomas J. Esposito | 46 | 200 | 324 |
| Steven E. Wollack | 170 | 167 | 233 |

6. *The election of Class B Nominating Committees:*

- a. *The election of five members of the Class B-1 Nominating Committee to serve until 2016 from a slate of ten nominees (the nominees in bold were elected by the Class B-1 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|---------------------------------------|------------------|----------------------|--------------------|
| William C. Bauman | 116 | 30 | 152 |
| Thomas A. Bentley ¹ | 92 | 46 | 160 |
| Michael J. Downs | 108 | 39 | 151 |
| John C. Garrity | 135 | 30 | 133 |
| Bradley S. Glass | 79 | 59 | 160 |
| Mark S. Kobilca | 64 | 42 | 192 |
| Douglas M. Monieson ¹ | 92 | 47 | 159 |
| Brian J. Muno | 112 | 43 | 143 |
| Brett C. Simons | 36 | 67 | 195 |
| Michael J. Small | 60 | 54 | 184 |

¹ As a result of the tie in the number of votes for Messrs. Bentley and Monieson, the nominees came to an agreement pursuant to which Mr. Bentley will serve on the Class B-1 Nominating Committee.

- b. *The election of five members of the Class B-2 Nominating Committee to serve until 2016 from a slate of eight nominees (the nominees in bold were elected by the Class B-2 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-----------------------------|------------------|----------------------|--------------------|
| Richard J. Duran | 176 | 36 | 153 |
| Yra G. Harris | 193 | 33 | 139 |
| Patrick J. Lahey | 75 | 92 | 198 |
| Gary M. Lev | 97 | 82 | 186 |
| Patrick J. Mulchrone | 218 | 40 | 107 |
| Stuart A. Unger | 139 | 56 | 170 |
| Gregory J. Veselica | 151 | 58 | 156 |
| Barry D. Ward | 154 | 52 | 159 |

c. *The election of five members of the Class B-3 Nominating Committee to serve until 2016 from a slate of ten nominees (the nominees in bold were elected by the Class B-3 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-------------------------------|------------------|----------------------|--------------------|
| J. Kenny Carlin | 207 | 75 | 309 |
| Nick C. Castrovillari | 138 | 76 | 377 |
| Bryan P. Cooley | 201 | 69 | 321 |
| Lester E. Crockett Jr. | 163 | 70 | 358 |
| Mario J. Florio | 151 | 67 | 373 |
| David P. Gaughan | 161 | 79 | 351 |
| Kevin P. Heaney | 151 | 79 | 361 |
| Donald S. Sliter | 146 | 78 | 367 |
| Jayne A. Valio | 158 | 66 | 367 |
| Paul D. Zirpolo | 132 | 76 | 383 |

Item 9.01. Financial Statements and Exhibits.

3.1 CME Group Inc. Eleventh Amended and Restated Bylaws.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CME Group Inc.
Registrant

Date: May 26, 2015

By: /s/ Kathleen M. Cronin
Name: Kathleen M. Cronin
Title: Senior Managing Director, General Counsel and
Corporate Secretary