

CBOE Holdings, Inc.
Form DEFA14A
May 31, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

CBOE Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
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 - (4) Date Filed:

To: All Employee Stockholders

Date: May 31, 2012

RE: Proxy Vote

As an employee who has received an award of CBOE Holdings stock, you should have received proxy materials in connection with our 2012 Annual Meeting of Stockholders, which will take place on Thursday, June 14, 2012. Please note that you may have received multiple proxy cards. It is important to us that you vote each proxy. Each vote must be received by 11:59 p.m. EDT on June 13, 2012 to be counted for purposes of the Annual Meeting.

You may have received proxy cards from:

• BNY Mellon, representing your unvested restricted stock,

• Fidelity, for vested shares under the Long-Term Incentive Plan that you have not sold or transferred,

• Merrill Lynch, if you purchased stock in our IPO through the CBOE Holdings Directed Share Program and have not sold or transferred the shares, and

• Any broker who manages any other personal accounts from which you purchased CBOE Holdings stock or into which you have transferred stock.

In order to vote all of the stock that you own, you will need to vote each proxy card that you receive. Please follow the voting instructions on each proxy card. In order to vote, you will need to have the control number indicated on your proxy materials. If you do not have a control number, you will need to contact your broker, Morrow & Co., LLC, our proxy solicitor, at (800) 245-1502 or Fidelity at (800) 544-9354.

If you would like to vote online, you may:

• Go to www.proxyvoting.com/cboe to vote your unvested restricted shares at BNY Mellon.

• Go to www.proxyvote.com to vote your vested shares at Fidelity.

• Follow the instructions on where to vote contained in any proxy card you received for any shares in another account.

If you are unsure of whether you have voted shares, call the number on the voting instruction form that you should have received with the proxy materials or contact your broker.

The matters to be voted on at the Annual Meeting, as well as the CBOE Holdings Board's recommendations for voting on the matters, are as follows:

| PROPOSAL | RECOMMENDATION |
|--|----------------|
| Election of director nominees | FOR |
| Advisory vote on named executive officer compensation | FOR |
| Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our 2012 fiscal year | FOR |

For additional information, please refer to the Proxy Statement for the 2012 Annual Meeting for more detailed information. The Proxy Statement can also be accessed on the Investor Relations page of our website at www.cboe.com.