

CBOE Holdings, Inc.  
Form 8-K  
May 24, 2013

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 23, 2013

CBOE HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-34774  
(Commission File Number)

20-5446972  
(IRS Employer Identification No.)

400 South LaSalle Street  
Chicago, Illinois 60605  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code (312) 786-5600

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 (16 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (16 CFR 240.14a-12)

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o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (16 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (16 CFR 240.13e-4(c))

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

On May 23, 2013, CBOE Holdings, Inc. (the “Company”) held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”).

## Proposal One

At the Annual Meeting, the persons whose names are set forth below were elected as directors, constituting the entire Board of Directors of the Company. Relevant voting information for each person follows:

| Director Nominee      | Votes For  | Withheld  | Broker Non-votes |
|-----------------------|------------|-----------|------------------|
| William J. Brodsky    | 55,929,056 | 864,957   | 18,539,048       |
| James R. Boris        | 56,346,864 | 447,149   | 18,539,048       |
| Frank E. English, Jr. | 56,295,085 | 498,928   | 18,539,048       |
| Edward J. Fitzpatrick | 56,460,468 | 333,545   | 18,539,048       |
| Janet P. Froetscher   | 56,311,587 | 482,426   | 18,539,048       |
| Jill R. Goodman       | 55,925,685 | 868,328   | 18,539,048       |
| Duane R. Kullberg     | 55,602,668 | 1,191,345 | 18,539,048       |
| R. Eden Martin        | 55,701,457 | 1,092,556 | 18,539,048       |
| Roderick A. Palmore   | 55,688,309 | 1,105,704 | 18,539,048       |
| Susan M. Phillips     | 56,138,090 | 655,923   | 18,539,048       |
| Samuel K. Skinner     | 52,370,690 | 4,423,323 | 18,539,048       |
| Carole E. Stone       | 56,068,983 | 725,030   | 18,539,048       |
| Eugene Sunshine       | 56,306,385 | 487,628   | 18,539,048       |
| Edward T. Tilly       | 56,371,788 | 422,225   | 18,539,048       |

## Proposal Two

The proposal for approval, in a non-binding resolution, of the compensation paid to the Company's named executive officers was approved by a vote of 54,766,698 shares voting for the proposal, 1,544,881 shares voting against the proposal, 482,434 shares abstaining from the vote on the proposal and 18,539,048 broker non-votes.

## Proposal Three

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2013 was ratified by a vote of 73,597,847 shares voting for the proposal, 1,362,647 shares voting against the proposal and 372,567 shares abstaining from the proposal.

There were no other matters presented for a vote at the Annual Meeting.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

| Exhibit Number | Description                       |
|----------------|-----------------------------------|
| 99.1           | Press Release, dated May 23, 2013 |

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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.

CBOE HOLDINGS, INC.  
(Registrant)

By: /s/ Joanne Moffic-Silver  
Joanne Moffic-Silver  
Executive Vice President, General Counsel and  
Corporate Secretary

Dated: May 24, 2013

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Exhibit Index

| Exhibit<br>Number | Description                        |
|-------------------|------------------------------------|
| 99.1              | Press Release, dated May 23, 2013. |