

CME GROUP INC.
Form 8-K
May 28, 2014

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 21, 2014

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.)

20 South Wacker Drive

Chicago, Illinois
(Address of Principal Executive Offices)

60606
(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 1.01. Entry into a Material Definitive Agreement.

At the 2014 CME Group Inc. (the Company) Annual Meeting of Shareholders held on May 21, 2014, (the Annual Meeting) shareholders approved proposals to adopt amendments to the Company's Director Stock Plan and its Incentive Plan for Named Executive Officers. The amendments to the Director Stock Plan include an extension of the term of the plan to May 21, 2024. The amendments to the Incentive Plan for Named Executive Officers include an extension of the term until May 21, 2019 in accordance with Section 162(m) of the Internal Revenue Code and the addition of certain performance metrics.

The foregoing description 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 CME Group Inc. Director Stock Plan and the Amended and Restated CME Group Inc. Incentive Plan for Named Executive Officers, which are filed as Exhibit 10.1 and Exhibit 10.2, respectively, 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 26, 2014, the record date of the Annual Meeting, the Company had 335,783,451 shares of Class A common stock and 3,138 shares of Class B common stock issued and outstanding. The holders of a total of 287,483,105 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 86% of the issued and outstanding shares on the record date for the Annual Meeting. Additionally, approximately 45% of the Class B-1, 41% of the Class B-2 and 39% 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:

1. The election of eighteen Equity Directors to serve until 2015 (elected by the Class A and Class B shareholders voting together as a single class):

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-----------------------|------------------|----------------------|--------------------|
| Terrence A. Duffy | 249,587,781 | 7,732,137 | 577,717 |
| Phupinder S. Gill | 250,871,543 | 6,512,528 | 513,564 |
| Timothy S. Bitsberger | 251,383,907 | 5,336,349 | 1,177,379 |
| Charles P. Carey | 248,391,839 | 7,254,370 | 2,251,426 |
| Dennis H. Chookaszian | 229,891,575 | 25,362,269 | 2,643,791 |
| Martin J. Gepsman | 248,148,851 | 8,673,949 | 1,074,835 |
| Larry G. Gerdes | 250,986,235 | 5,704,247 | 1,207,153 |
| Daniel R. Glickman | 248,539,794 | 8,239,602 | 1,118,239 |
| J. Dennis Hastert | 251,114,141 | 5,932,515 | 850,979 |
| Leo Melamed | 228,945,715 | 26,865,352 | 2,086,568 |
| William P. Miller II | 250,040,090 | 6,667,906 | 1,189,639 |
| James E. Oliff | 249,601,313 | 7,445,972 | 850,350 |
| Edemir Pinto | 248,525,886 | 6,846,605 | 2,525,144 |
| Alex J. Pollock | 249,416,060 | 7,170,535 | 1,311,040 |
| John F. Sandner | 246,778,761 | 8,906,919 | 2,211,955 |
| Terry L. Savage | 249,637,120 | 7,436,711 | 823,804 |
| William R. Shepard | 226,185,792 | 30,960,752 | 751,091 |
| Dennis A. Suskind | 251,668,168 | 5,148,771 | 1,080,696 |

There were a total of 29,585,470 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 2014 (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> |
|------------------|----------------------|--------------------|
| 282,707,606 | 4,201,656 | 573,843 |

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> |
|------------------|----------------------|--------------------|
| 249,471,197 | 6,485,927 | 1,940,511 |

There were a total of 29,585,470 broker non-votes in this proposal.

4. *Approval of an amendment to the CME Group Inc. Director Stock Plan (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> |
|------------------|----------------------|--------------------|
| 247,251,655 | 9,342,931 | 1,303,049 |

There were a total of 29,585,470 broker non-votes in this proposal.

5. *Approval of an amendment to the CME Group Inc. Incentive Plan for our 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> |
|------------------|----------------------|--------------------|
| 250,513,253 | 6,209,508 | 1,174,874 |

There were a total of 29,585,470 broker non-votes in this proposal.

6. *Approval of an amendment to the CME Group Inc. Certificate of Incorporation to modify the director election rights of certain Class B shareholders resulting in a reduction in the number of Class B directors from six to three (failed to receive the requisite approval):*

Class A and Class B shareholders voting together:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 252,235,984 | 5,241,154 | 420,497 |

There were a total of 29,585,470 broker non-votes in this proposal.

Class B-1 shareholders only:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 99 | 180 | 3 |

Class B-2 shareholders only:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 138 | 190 | 8 |

Class B-3 shareholders only:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 160 | 321 | 18 |

7. *The election of Class B Directors:*

- a. *The election of three Class B-1 Directors to serve until 2015 from a slate of four 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 | 195 | 23 | 53 |
| Bruce F. Johnson | 174 | 43 | 54 |
| Howard J. Siegel | 193 | 29 | 49 |
| Brett C. Simons | 93 | 61 | 117 |

- b. *The election of two Class B-2 Directors to serve until 2015 from a slate of four 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> |
|-------------|------------------|----------------------|--------------------|
|-------------|------------------|----------------------|--------------------|

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| | | | |
|-------------------------|-----|----|-----|
| Raymond S. Cahnman | 61 | 82 | 169 |
| Patrick W. Maloney | 113 | 73 | 126 |
| Ronald A. Pankau | 148 | 53 | 111 |
| David J. Wescott | 202 | 46 | 64 |

- c. *The election of one Class B-3 Director to serve until 2015 from a slate of four 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> |
|--------------------------|------------------|----------------------|--------------------|
| Gary M. Katler | 120 | 154 | 204 |
| Peter J. Kosanovich | 89 | 144 | 245 |
| Robert J. Prosi | 77 | 156 | 245 |
| Steven E. Wollack | 141 | 115 | 222 |

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

- a. *The election of five members of the Class B-1 Nominating Committee to serve until 2015 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 | 118 | 27 | 126 |
| Thomas A. Bentley | 87 | 50 | 134 |
| John G. Connelly | 88 | 52 | 131 |
| Michael J. Downs | 115 | 41 | 115 |
| John C. Garrity | 133 | 28 | 110 |
| Bradley S. Glass | 83 | 56 | 132 |
| Mark S. Kobilca | 52 | 68 | 151 |
| Douglas M. Monieson | 95 | 47 | 129 |
| Brian J. Muno | 92 | 53 | 126 |
| Jeremy J. Perlow | 62 | 64 | 145 |

- b. *The election of five members of the Class B-2 Nominating Committee to serve until 2015 from a slate of nine 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> |
|-----------------------------|------------------|----------------------|--------------------|
| Jeffrey R. Carter | 154 | 32 | 139 |
| Richard J. Duran | 128 | 44 | 153 |
| Yra G. Harris | 198 | 23 | 104 |
| Timothy A. Lattner | 102 | 50 | 173 |
| Patrick J. Mulchrone | 201 | 27 | 97 |
| Robert J. Tierney | 65 | 66 | 194 |
| Stuart A. Unger | 140 | 46 | 139 |
| Gregory J. Veselica | 123 | 49 | 153 |
| Barry D. Ward | 115 | 50 | 160 |

c. The election of five members of the Class B-3 Nominating Committee to serve until 2015 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 | 199 | 75 | 206 |
| Elizabeth A. Cook | 262 | 53 | 165 |
| Bryan P. Cooley | 246 | 57 | 177 |
| Lester E. Crockett Jr. | 139 | 99 | 242 |
| Laurence E. Dooley | 138 | 94 | 248 |
| Mario J. Florio | 168 | 71 | 241 |
| David P. Gaughan | 159* | 89 | 232 |
| Kevin P. Heaney | 113 | 95 | 272 |
| Scott D. Moore | 95 | 117 | 268 |
| Donald J. Sliter | 159* | 92 | 229 |

* Due to the tie, Messrs. Gaughan and Sliter came to an agreement whereby, Mr. Sliter would serve on the Class B-3 Nominating Committee.

Item 9.01. Financial Statements and Exhibits.

- 10.1 CME Group Inc. Director Stock Plan (Amended and Restated as of May 21, 2014)
- 10.2 Amended and Restated CME Group Inc. Incentive Plan for Named Executive Officers (Amended and Restated as of May 21, 2014)

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 28, 2014

By: /s/ Kathleen M. Cronin

Name: Kathleen M. Cronin

Title: Senior Managing Director, General

Counsel and Corporate Secretary

Exhibit Index

- 10.1 CME Group Inc. Director Stock Plan (Amended and Restated as of May 21, 2014)
- 10.2 Amended and Restated CME Group Inc. Incentive Plan for Named Executive Officers (Amended and Restated as of May 21, 2014)