

CME GROUP INC.
Form 8-K
May 28, 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 22, 2013

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

At the close of business on March 27, 2013, the record date of the 2013 Annual Meeting of Shareholders (the Annual Meeting) of CME Group Inc. (the Company), the Company had 333,881,305 shares of Class A and Class B common stock issued and outstanding. The holders of a total of 279,557,932 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 84% of the issued and outstanding shares on the record date for the Annual Meeting.

The results of the proposals are as follows:

1. *The election of nine Equity Directors to serve until 2014 (elected by the Class A and Class B shareholders voting together as a single class):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Withheld</i> |
|-------------------|------------------|-----------------------|
| Terrence A. Duffy | 237,029,014 | 9,556,373 |
| Charles P. Carey | 236,059,798 | 10,525,589 |
| Mark E. Cermak | 239,242,256 | 7,343,131 |
| Martin J. Gepsman | 236,636,195 | 9,949,192 |
| Leo Melamed | 219,482,029 | 27,103,358 |
| Joseph Niciforo | 237,386,321 | 9,199,066 |
| C.C. Odom II | 239,613,410 | 6,971,977 |
| John F. Sandner | 219,584,875 | 27,000,512 |
| Dennis A. Suskind | 239,283,103 | 7,302,284 |

There were a total of 32,972,545 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 2013 (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> |
|------------------|----------------------|--------------------|
| 275,212,262 | 3,858,229 | 487,441 |

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> |
|------------------|----------------------|--------------------|
| 238,787,144 | 6,523,052 | 1,275,191 |

There were a total of 32,972,545 broker non-votes in this proposal.

4. *Shareholder Proposal Regarding Proxy Access (failed to receive sufficient support from the Class A and Class B shareholders voting together as a single class):*

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 80,853,219 | 165,096,818 | 635,350 |

There were a total of 32,972,545 broker non-votes in this proposal.

5. *The election of Class B Directors:*

- a. *The election of one Class B-1 Director to serve until 2014 from a slate of two nominees (elected by the Class B-1 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-------------------|------------------|----------------------|--------------------|
| Paul J. Heffernan | 33 | 59 | 142 |
| Howard J. Siegel | 146 | 20 | 68 |

- b. *The election of one Class B-3 Director to serve until 2014 from a slate of two nominees (elected by the Class B-3 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|---------------------|------------------|----------------------|--------------------|
| Peter J. Kosanovich | 187 | 71 | 247 |
| Steven E. Wollack | 230 | 115 | 160 |

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

- a. *The election of five members of the Class B-1 Nominating Committee to serve until 2014 from a slate of ten nominees (elected by the Class B-1 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-------------------|------------------|----------------------|--------------------|
| William C. Bauman | 91 | 19 | 117 |
| Thomas A. Bentley | 87 | 26 | 114 |
| Michael J. Downs | 101 | 15 | 111 |
| Stephen F. French | 58 | 25 | 144 |
| John C. Garrity | 100 | 12 | 115 |
| Bradley S. Glass | 73 | 27 | 127 |
| Mark S. Kobilca | 32 | 32 | 163 |
| Brian J. Munro | 81 | 16 | 130 |
| Michael J. Small | 48 | 27 | 152 |
| Kenneth G. Zekich | 48 | 32 | 147 |

- b. *The election of five members of the Class B-2 Nominating Committee to serve until 2014 from a slate of ten nominees (elected by the Class B-2 shareholders) was deferred to June 11, 2013 at 1:30 p.m. at 20 South Wacker Drive, Chicago, Illinois.*

- c. *The election of five members of the Class B-3 Nominating Committee to serve until 2014 from a slate of ten nominees (elected by the Class B-3 shareholders):*

| <i>Name</i> | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------------|------------------|----------------------|--------------------|
| J. Kenny Carlin | 190 | 42 | 262 |
| Bryan P. Cooley | 216 | 34 | 244 |
| Laurence E. Dooley | 119 | 64 | 311 |
| Mario J. Florio | 151 | 43 | 300 |
| Christopher P. Gaffney | 201 | 29 | 264 |
| David P. Gaughan | 97 | 71 | 326 |
| Timothy F. Hendricks | 196 | 40 | 258 |
| Matthew J. Mokszycki | 55 | 82 | 357 |
| Timothy J. Nagy | 130 | 69 | 295 |
| Donald J. Sliter | 117 | 77 | 300 |

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, 2013

By: /s/ Kathleen M. Cronin

Name: Kathleen M. Cronin

Title: Senior Managing Director, General

Counsel and Corporate Secretary