

CBOE Holdings, Inc.  
Form 4  
March 02, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RATTERMAN JOSEPH P**

(Last) (First) (Middle)

**C/O CBOE HOLDINGS, INC., 400  
SOUTH LASALLE STREET**

(Street)

**CHICAGO, IL 60605**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CBOE Holdings, Inc. [CBOE]**

3. Date of Earliest Transaction  
(Month/Day/Year)

02/28/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/28/2017                              |                                                             | A                                       | Amount<br>(1)<br>10,720                                                 | (A)<br>or<br>(D)<br>A 10,720                                                                                       | D                                                                    |                                         |
| Common<br>Stock                       | 02/28/2017                              |                                                             | A                                       | Amount<br>(1)<br>231,693                                                | (A)<br>or<br>(D)<br>A 242,413                                                                                      | I                                                                    | See<br>footnote<br>(2)                  |
| Common<br>Stock                       | 02/28/2017                              |                                                             | A                                       | Amount<br>(3)<br>270                                                    | (A)<br>or<br>(D)<br>A \$ 0<br>(3) 242,683                                                                          | D                                                                    |                                         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| RATTERMAN JOSEPH P<br>C/O CBOE HOLDINGS, INC.<br>400 SOUTH LASALLE STREET<br>CHICAGO, IL 60605 | X                                |

## Signatures

/s/ Patrick  
Sexton 03/02/2017

\*\*Signature of  
Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Received upon conversion of 778,126 shares of Bats Global Markets, Inc. ("Bats") common stock pursuant to the Agreement and Plan of Merger, dated as of September 25, 2016, by and among CBOE Holdings, Inc. ("CBOE Holdings"), CBOE Corporation, CBOE V, LLC and Bats. On the effective date of the merger, the closing price of CBOE Holdings' common stock was \$78.05 per share, and the closing price of Bats' common stock was \$35.13.

(2) Shares are held of record by Joseph P. Ratterman and Sandra M. Ratterman, as Trustess of the Joseph P. and Sandra M. Ratterman Trust dated September 15, 2008 or their successors in Trust. Mr. Ratterman disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interests therein.

(3) Represents a restricted stock award granted under the Company's Second Amended and Restated Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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