

CME GROUP INC.
Form DEFA14A
April 10, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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 Pursuant to §240.14a-12

CME GROUP 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

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(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:

(5) Total fee paid:

.. 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.:

(3) Filing Party:

(4) Date Filed:

On or after April 10, 2014, CME Group Inc. provided the following notice to its shareholders:

***** Exercise Your *Right to Vote* *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 21, 2014.**

Meeting Information

CME GROUP INC.

Meeting Type: Annual Meeting

For holders as of: March 26, 2014

Date: May 21, 2014 **Time:** 3:30 PM Central Time

Location: CME Auditorium

20 South Wacker Drive

Chicago, IL 60606

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT CME GROUP 2013 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before May 7, 2014 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a legal proxy. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check

the meeting materials for any special requirements for meeting attendance.

Vote By Internet: Go to *www.proxyvote.com* or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Shareholder Meeting Registration: To attend the CME Group annual meeting, please go to the shareholder meeting registration link at *www.proxyvote.com* and follow the instructions provided. You will need the 12 digit number located on the following page. Please print your registration confirmation and bring it with you to the meeting along with valid picture identification.

Voting Items

The Board of Directors recommends you vote

FOR the following proposals:

1. Election of Directors

Eighteen will be elected to the Board of Directors

1a. Terrence A. Duffy

1b. Phupinder S. Gill

1c. Timothy S. Bitsberger

1d. Charles P. Carey

1e. Dennis H. Chookaszian

1f. Martin J. Gepsman

1g. Larry G. Gerdes

1h. Daniel R. Glickman

1i. J. Dennis Hastert

1j. Leo Melamed

1k. William P. Miller II

1l. James E. Oliff

1m. Edemir Pinto

1n. Alex J. Pollock

1o. John F. Sandner

1p. Terry L. Savage

1q. William R. Shepard

1r. Dennis A. Suskind

2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2014.
3. Advisory vote on the compensation of our named executive officers.
4. Approval of an amendment to the CME Group Inc. Director Stock Plan.
5. Approval of an amendment to the CME Group Inc. Incentive Plan for our named executive officers.
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.
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Voting Instructions

On or after April 10, 2014, the following communication was distributed to CME Group's employees:

PROXYVOTE.COM

You received this e-mail because our records show that (1) you are an employee of CME GROUP INC. who has regular access to the company's e-mail in the ordinary course of performing your duties and are expected to log-on to e-mail routinely to receive communications, or (2) you have expressly consented to receive CME GROUP INC. communications and vote by proxy via the Internet. You may have given this consent during a prior vote at ProxyVote.com.

Important Notice Regarding the Availability of Proxy Materials

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2014 CME GROUP INC. Annual Meeting of Shareholders

MEETING DATE: May 21, 2014

RECORD DATE: March 26, 2014

CUSIP NUMBER: 12572Q105

This e-mail represents all shares in the following account(s).

NAME

123,456,789,012.00000

CONTROL NUMBER: 012345678901

YOUR VOTE IS IMPORTANT! Please take a moment to vote your shares of Class A common stock of CME GROUP INC. for the upcoming Annual Meeting of Shareholders.

PLEASE REVIEW THE PROXY STATEMENT AND VOTE BY INTERNET OR BY PHONE BY 10:59 P.M. Central Time on May 20, 2014.

VOTE BY INTERNET <https://www.proxyvote.com/0012345678901>

You can enter your voting instructions and view the shareholder material at the Internet site below. If your browser supports secure transactions, you will automatically be directed to a secure site.

<https://www.proxyvote.com/0012345678901>

Note: If your e-mail software supports it, you can simply click on the above link.

To access ProxyVote, you will need the above CONTROL NUMBER and your four digit PIN:

If you are an employee of CME Group Inc., your PIN is the last four digits of your Social Security number.

If you are a shareholder who consented to receive proxy materials electronically, your PIN is the four-digit number you selected at the time of your enrollment.

If you have forgotten your PIN number, please follow the instructions on
<https://www.proxyvote.com/0012345678901>

Internet voting is accepted until 10:59 p.m. (CT) on May 20, 2014.

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VOTE BY PHONE 1-800-690-6903

Use any touch-tone telephone to transmit you voting instructions up until 10:59 p.m. Central Time on May 20, 2014.

To view the documents below, you may need Adobe Acrobat Reader. To download the Adobe Reader, click on the URL address below:

<http://www.adobe.com/products/acrobat/readstep2.html>

The relevant supporting documentations can also be found at the following Internet site(s):

Proxy Statement

https://materials.proxyvote.com/Approved/12572Q/20140326/NPS_201725/ *interactive*

Annual Report and 10-K

<http://materials.proxyvote.com/12572Q>

If you are an employee and were enrolled for electronic delivery by CME GROUP INC. and still wish to receive hard copies of these materials, you may choose one of the following methods to make your request:

- 1) By Internet: <https://www.proxyvote.com/0012345678901>
- 2) By Telephone: 1-800-579-1639
- 3) By E-mail: sendmaterial@proxyvote.com

If you would like to cancel your enrollment, or change your e-mail address or PIN, please go to <http://www.InvestorDelivery.com>. You will need the enrollment number below and your four-digit PIN. If you have forgotten your PIN, you can have it sent to your enrolled e-mail address by going to <http://www.InvestorDelivery.com>.

Your InvestorDelivery Enrollment Number is: M012345678901

There are no charges for this service. There may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

Please do not send any e-mail to ID@ProxyVote.com. Please REPLY to this e-mail with any comments or questions about ProxyVote.com.

(Include the original text and subject line of this message for identification purposes).

AOL users: Please highlight the entire message before clicking the reply button.

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CME Group Inc. plans to file with the Securities and Exchange Commission and mail a proxy statement to our shareholders containing information about the company and certain proposals to be presented to a vote of shareholders at its 2014 Annual Meeting. Shareholders of CME Group Inc. should read the proxy statement carefully when it becomes available because it will contain important information about the proposals to be considered at the Annual Meeting, the persons soliciting proxies related to the proposals, their interests in the proposals and related matters.

Shareholders can obtain free copies of the proxy statement when it becomes available by contacting the Shareholder Relations and Member Services Department, CME Group Inc., 20 South Wacker Drive, Chicago, Illinois 60606. Shareholders will be able to obtain free copies of the proxy statement filed by CME Group Inc. with the Securities and Exchange Commission in connection with the Annual Meeting at the Securities and Exchange Commission's Web site at www.sec.gov. In addition to the proxy statement, CME Group Inc. files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, which are also available at the Securities and Exchange Commission's Web site at www.sec.gov.

CME Group Inc. and its directors, executive officers and certain members of management and other employees may be deemed to be participants in the solicitation of proxies of CME Group Inc.'s shareholders to approve the proposals. These individuals may have interests in the proposals. A detailed list of the names, affiliations and interests of the participants in the solicitation will be contained in the proxy statement.