

CBOE Holdings, Inc.

Form DEFA14A

May 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

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 under §240.14a-12

CBOE Holdings, 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:
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  - (4) Proposed maximum aggregate value of transaction:
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- 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.:
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  - (4) Date Filed:

To: All Employee Stockholders

Date: May 12, 2015

RE: Voting Reminder -- Annual Meeting of Stockholders

CBOE Holdings is holding its Annual Meeting of Stockholders (the "Annual Meeting") on May 21, 2015. You should have received materials for the Annual Meeting via mail or email. It is important that you cast a vote for all of your shares of CBOE Holdings stock in connection with our Annual Meeting. You may receive more than one proxy card -- it is important that you vote the shares represented on all of your proxy cards.

You may receive proxy cards from:

•Computershare, representing your unvested restricted stock

•Fidelity, for vested shares under the Long-Term Incentive Plan that you have not sold or transferred,

•Merrill Lynch, if you purchased stock in our IPO through the CBOE Holdings Directed Share Program and have not sold or transferred the shares, and

•Any broker who manages any other personal accounts from which you purchased CBOE Holdings stock or into which you have transferred stock.

Please follow the voting instructions on each proxy card. In order to vote, you will need to have the control number indicated on your proxy materials. If you do not have a control number, you will need to contact Morrow & Co., LLC, our proxy solicitor, at (800) 252-1959, Fidelity at (800) 544-9354 or your broker.

If you would like to vote online, you may:

•Go to [www.investorvote.com/cboe](http://www.investorvote.com/cboe) to vote your unvested restricted shares at Computershare.

•Go to [www.proxyvote.com](http://www.proxyvote.com) to vote your vested shares at Fidelity.

•Follow the instructions on where to vote contained in any proxy card you received for any shares in another account.

If you are unsure of whether you have voted shares, call the number on the voting instruction form that you should have received with the proxy materials or contact your broker.

The matters to be voted on at the Annual Meeting, as well as the CBOE Holdings Board's recommendations for voting on the matters, are as follows:

| PROPOSAL   | RECOMMENDATION |
|--|----------------|
| Election of director nominees  | FOR            |
| Advisory vote on named executive officer compensation  | FOR            |
| Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our 2015 fiscal year   | FOR            |
| Amendment to the Certificate of Incorporation to remove the reference to the board size range  | FOR            |
| Amendment to, and restatement of, the CBOE Holdings, Inc. Certificate of Incorporation to make non-substantive changes, including eliminating references applicable only in connection with the CBOE demutualization and CBOE Holdings initial public offering in 2010 | FOR            |

Each vote must be received by 11:59 p.m. EDT on May 20, 2015 to be counted for purposes of the Annual Meeting. For additional information, please refer to the Proxy Statement for the 2015 Annual Meeting. The Proxy Statement can also be accessed on the Investor Relations page of our website at [www.cboe.com](http://www.cboe.com).