

NYSE Euronext  
Form 8-K  
August 14, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT PURSUANT TO SECTION 13 or 15(d) of THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 8, 2007**

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**NYSE Euronext**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-33392**  
(Commission File No.)

**11 Wall Street, New York, NY 10005**

(Address of Principal Executive Offices) (Zip Code)

**20-5110848**  
(I.R.S. Employer

Identification Number)

**Registrant's telephone number, including area code: (212) 656-3000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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)

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- .. 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))
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**Item 3.02. Unregistered Sales of Equity Securities**

On April 19, 2007, NYSE Euronext and SG Securities (Paris) SAS ( SG ) entered into a liquidity agreement (the Agreement ), the terms of which have been more fully described in NYSE Euronext's Current Report on Form 8-K filed on April 25, 2007.

The Agreement authorizes SG to carry out market purchases and sales of NYSE Euronext common stock on Euronext Paris (the Market ) in France for the account of NYSE Euronext in order to promote the liquidity and the orderly listing of such securities on the Market. All transactions under the Agreement will be executed offshore (outside the United States) and, except for block transactions, only through the Market's electronic trading system. SG may also undertake block transactions under the Agreement, provided such transactions are made in accordance with the rules governing the Market.

In performing its obligations under the Agreement, SG has agreed to comply with the guidelines and regulations of the AMF, the anti-manipulation and related provisions applicable in France, and the anti-fraud and anti-manipulation provisions of the Securities Exchange Act of 1934, as amended. Sales under the Agreement have been made in offshore transactions exempt from registration.

Sales and purchases of NYSE Euronext common stock may be suspended if NYSE Euronext becomes subject to legal, regulatory or contractual restrictions that would prevent SG from making purchases and sales under the Agreement.

The following sales were carried out by SG on the market under the Agreement during the period from April 4 through August 8, 2007:

| Trade Date                | Sales            |                        |                   |
|---------------------------|------------------|------------------------|-------------------|
|                           | Number of shares | Average Price (in USD) | Proceeds (in USD) |
| April 4 to 30, 2007       | 819,208          | 92.185500              | 75,519,098.83     |
| May 1 to 31, 2007         | 1,120,522        | 83.472494              | 93,532,765.40     |
| June 1 to 30, 2007        | 430,699          | 82.256827              | 35,427,932.98     |
| July 1 to 31, 2007        | 251,283          | 77.936706              | 19,584,169.34     |
| August 1 to 8, 2007       | 48,973           | 74.324142              | 3,639,876.22      |
| April 4 to August 8, 2007 | 2,670,685        | 85.260464              | 227,703,842.77    |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

NYSE Euronext

By: /s/ Rachel F. Robbins  
Name: Rachel F. Robbins  
Title: General Counsel

Date: August 14, 2007