

CME GROUP INC.
Form 8-K
October 29, 2008

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)

October 29, 2008

CME GROUP INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction)

000-33379
(Commission File No.)

36-4459170
(IRS Employer)

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of Incorporation)

Identification No.)

20 South Wacker Drive

Chicago, Illinois 60606

(Address of Principal Executive Offices) (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 2.02. Results of Operations and Financial Condition.

The information set forth under Item 2.02. Results Of Operations And Financial Condition, including the Exhibit attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of a press release of CME Group Inc. dated October 29, 2008, reporting CME Group Inc.'s financial results for the third quarter ended September 30, 2008.

Item 9.01 Financial Statements and Exhibits.

A copy of the press release is attached hereto as Exhibit 99.1.

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.

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

Registrant

Date: October 29, 2008

By: /s/ Kathleen M. Cronin

Name: Kathleen M. Cronin

Title: Managing Director, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit

Number Description

99.1 Press Release, dated October 29, 2008.

-top:0pt;margin-bottom:6.0pt'>5.244%

6.166%

Coupon:

5.20%

6.15%

Price to Public:

99.648% of principal amount

99.785% of principal amount

Net Proceeds (%):

98.998%

98.910%

Net Proceeds (\$):

\$247,495,000

\$247,275,000

CUSIP:

708696 BW8

708696 BV0

ISIN:

US708696BW81

US708696BV09

Joint-Bookrunners:

Banc of America Securities LLC (18%)

Citigroup Global Markets Inc. (18%)

J.P. Morgan Securities Inc. (18%)

Wells Fargo Securities, LLC (18%)

Senior Co-managers:

Mitsubishi UFJ Securities (USA), Inc. (10%)

Scotia Capital (USA) Inc. (10%)

Co-managers:

BNY Mellon Capital Markets, LLC (4%)

Mizuho Securities USA Inc. (4%)

Pro Forma Ratio of Earnings to Fixed Charges for the Six Months Ended June 30, 2009:

2.13

**Pro Forma Ratio of Earnings to Fixed Charges for 2.38
the Year Ended December 31, 2008:**

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the prospectus for this offering in that registration statement, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by searching the SEC online database (EDGAR) at www.sec.gov. Alternatively, you may obtain a copy of the prospectus from Banc of America Securities LLC by calling toll-free at 1-800-294-1322, Citigroup Global Markets Inc. by calling toll-free at 1-877-858-5407, J.P. Morgan Securities Inc. by calling collect at 1-212-834-4533 or Wells Fargo Securities, LLC by calling toll-free at 1-800-326-5897.