

CME GROUP INC.  
Form 8-K  
May 24, 2016

**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)**

**May 18, 2016**

**CME GROUP INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-31553**  
**(Commission**  
  
**File No.)**

**36-4459170**  
**(IRS Employer**  
  
**Identification No.)**

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**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 5.07. Submission of Matters to a Vote of Security Holders.**

At the close of business on March 22, 2016, the record date of the Annual Meeting, the Company had 338,632,636 shares of Class A and Class B common stock issued and outstanding. The holders of a total of 283,003,154 shares of Class A and Class B common stock were present at the Annual Meeting, either in person or by proxy, which total constituted approximately 83.57% of the issued and outstanding shares on the record date for the Annual Meeting. Additionally, 42.56% of the Class B-1, 42.43% of the Class B-2 and 40.79% of the Class B-3 shares of common stock were present at the Annual Meeting, either in person or by proxy.

The results of the proposals are as follows:

1. *The election of seventeen Equity Directors to serve until 2017 (elected by the Class A and Class B shareholders voting together as a single class):*

| <i>Name</i>           | <i>Votes For</i> | <i>Against</i> | <i>Abstain</i> |
|-----------------------|------------------|----------------|----------------|
| Terrence A. Duffy     | 251,703,266      | 3,624,688      | 635,701        |
| Phupinder S. Gill     | 252,816,969      | 2,661,865      | 484,821        |
| Timothy S. Bitsberger | 252,694,285      | 2,438,215      | 831,155        |
| Charles P. Carey      | 251,425,139      | 2,245,007      | 2,293,509      |
| Dennis H. Chookaszian | 249,652,696      | 5,476,613      | 834,346        |
| Ana Dutra             | 252,604,537      | 2,275,789      | 1,083,329      |
| Martin J. Gepsman     | 246,808,677      | 6,747,697      | 2,407,281      |
| Larry G. Gerdes       | 250,078,724      | 3,318,430      | 2,566,501      |
| Daniel R. Glickman    | 248,951,411      | 6,150,167      | 862,077        |
| Leo Melamed           | 230,213,448      | 23,523,990     | 2,226,217      |
| William P. Miller II  | 249,520,617      | 3,979,793      | 2,463,245      |
| James E. Oliff        | 249,026,734      | 4,561,759      | 2,375,162      |
| Alex J. Pollock       | 249,174,252      | 5,814,181      | 975,222        |
| John F. Sandner       | 248,994,019      | 4,755,329      | 2,214,307      |
| Terry L. Savage       | 250,607,367      | 4,646,551      | 709,737        |
| William R. Shepard    | 225,814,595      | 27,925,576     | 2,223,484      |
| Dennis A. Suskind     | 252,432,198      | 2,656,861      | 874,596        |

There were a total of 27,039,499 broker non-votes in this proposal.

2. *The ratification of the appointment of Ernst & Young LLP as the Company's independent public accounting firm for 2016 (ratified by the Class A and Class B shareholders voting together as a single class):*

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 280,229,122      | 2,279,719            | 494,313            |

3. *The approval, by advisory vote, of the compensation of the Company's named executive officers (approved by the Class A and Class B shareholders voting together as a single class):*

| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 245,426,520      | 9,040,620            | 1,496,515          |

There were a total of 27,039,499 broker non-votes in this proposal.

4. *The election of Class B Directors:*

- a. *The election of three Class B-1 Directors to serve until 2017 from a slate of five nominees (the nominees in bold were elected by the Class B-1 shareholders):*

| <i>Name</i>                 | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-----------------------------|------------------|----------------------|--------------------|
| <b>Jeffrey M. Bernacchi</b> | 178              | 24                   | 47                 |
| Michael J. Downs            | 50               | 54                   | 145                |
| <b>William W. Hobert</b>    | 132              | 29                   | 88                 |
| Douglas M. Monieson         | 106              | 30                   | 113                |
| Jeremy J. Perlow            | 45               | 52                   | 152                |
| <b>Howard J. Siegel</b>     | 155              | 35                   | 59                 |

- b. *The election of two Class B-2 Directors to serve until 2017 from a slate of four nominees (the nominees in bold were elected by the Class B-2 shareholders):*

| <i>Name</i>             | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-------------------------|------------------|----------------------|--------------------|
| Patrick W. Maloney      | 135              | 48                   | 135                |
| <b>Ronald A. Pankau</b> | 179              | 29                   | 110                |
| <b>David J. Wescott</b> | 232              | 27                   | 59                 |
| James J. Zellinger      | 58               | 62                   | 198                |

- c. *The election of one Class B-3 Director to serve until 2017 from a slate of three nominees (the nominee in bold was elected by the Class B-3 shareholders):*

| <i>Name</i>              | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|--------------------------|------------------|----------------------|--------------------|
| Bradley P. Cohen         | 142              | 105                  | 232                |
| <b>Elizabeth A. Cook</b> | 334              | 40                   | 105                |

5. *The election of Class B Nominating Committees:*

- a.

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*The election of five members of the Class B-1 Nominating Committee to serve until 2017 from a slate of ten nominees (the nominees in bold were elected by the Class B-1 shareholders):*

| <i>Name</i>              | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|--------------------------|------------------|----------------------|--------------------|
| <b>William C. Bauman</b> | 120              | 14                   | 52                 |
| <b>Thomas A. Bentley</b> | 107              | 19                   | 60                 |
| <b>Bradley S. Glass</b>  | 113              | 19                   | 54                 |
| <b>Joseph H. Gressel</b> | 103              | 24                   | 59                 |
| Mark S. Kobilca          | 67               | 34                   | 85                 |
| <b>Gary T. Lark</b>      | 87               | 29                   | 70                 |
| W. Winfred Moore II      | 82               | 20                   | 84                 |
| William J. Rinn III      | 51               | 30                   | 105                |
| Michael J. Small         | 44               | 38                   | 104                |
| Michael G. Sundermeier   | 48               | 27                   | 111                |

b. *The election of five members of the Class B-2 Nominating Committee to serve until 2017 from a slate of seven nominees (the nominees in bold were elected by the Class B-2 shareholders):*

| <i>Name</i>                 | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-----------------------------|------------------|----------------------|--------------------|
| <b>Richard J. Duran</b>     | 150              | 19                   | 93                 |
| <b>Yra G. Harris</b>        | 210              | 14                   | 38                 |
| Patrick J. Lahey            | 111              | 48                   | 103                |
| <b>Patrick J. Mulchrone</b> | 206              | 14                   | 42                 |
| Stuart A. Unger             | 117              | 48                   | 97                 |
| <b>Gregory J. Veselica</b>  | 145              | 19                   | 98                 |
| <b>Barry D. Ward</b>        | 127              | 28                   | 107                |

c. *The election of five members of the Class B-3 Nominating Committee to serve until 2017 from a slate of ten nominees (the nominees in bold were elected by the Class B-3 shareholders):*

| <i>Name</i>                   | <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|-------------------------------|------------------|----------------------|--------------------|
| <b>J. Kenny Carlin</b>        | 209              | 41                   | 118                |
| Adam M. Clayman               | 98               | 69                   | 201                |
| <b>Bryan P. Cooley</b>        | 204              | 44                   | 120                |
| <b>Lester E. Crockett Jr.</b> | 170              | 27                   | 171                |
| <b>Mario J. Florio</b>        | 178              | 37                   | 153                |
| Christopher P. Gaffney        | 140              | 54                   | 174                |
| David P. Gaughan              | 109              | 60                   | 199                |
| Joel P. Glickman              | 152              | 53                   | 163                |
| <b>Jayne A. Valio</b>         | 179              | 34                   | 155                |
| Paul D. Zirpolo               | 131              | 32                   | 205                |

**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.

**CME Group Inc.**

Registrant

Date: May 24, 2016

By: /s/ Kathleen M. Cronin

Name: Kathleen M. Cronin

Title: Senior Managing Director, General Counsel and  
Corporate Secretary