

CME GROUP INC.  
Form DEFA14A  
April 06, 2017

**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:

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

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 24, 2017.**

**CME GROUP INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 29, 2017

**Date:** May 24, 2017      **Time:** 10:00 a.m., 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](http://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 2016 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](http://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](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*      1-800-579-1639
- 3) *BY E-MAIL\*:*            [sendmaterial@proxyvote.com](mailto: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 10, 2017 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](http://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](http://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 [Register for Meeting](#) link at [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions provided. You will need the 16 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 Equity Directors

Fifteen will be elected to the Board of Directors

- 1a. Terrence A. Duffy
- 1b. Timothy S. Bitsberger
- 1c. Charles P. Carey
- 1d. Dennis H. Chookaszian
- 1e. Ana Dutra
- 1f. Martin J. Gepsman
- 1g. Larry G. Gerdes
- 1h. Daniel R. Glickman
- 1i. Leo Melamed
- 1j. James E. Oliff
- 1k. Alex J. Pollock
- 1l. John F. Sandner
- 1m. Terry L. Savage
  
- 1n. William R. Shepard
  
- 1o. Dennis A. Suskind

2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2017.

3. Advisory vote on the compensation of our named executive officers.

**The Board of Directors recommends you vote 1 year on the following proposal:**

4. Advisory vote on the frequency of future votes on the compensation of our named executive officers.

**The Board of Directors recommends you vote FOR the following proposals:**

5. Approval of the Amended and Restated CME Group Inc. Incentive Plan for our Named Executive Officers.

6. Approval of the Amended and Restated CME Group Inc. Omnibus Stock Plan.



**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

**Voting Instructions**

**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 07, 2017 10:19 AM  
**To:**  
**Subject:** #CMEGR17# CME GROUP INC. Annual Meeting  
%P85571\_0\_0123456789012345\_0000001%

You received this e-mail because our records show that (1) you are an employee of CME GROUP INC. with shares of Class A common stock resulting from CME Group's Equity Program and 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.

If you hold other classes of CME Group shares, each class will need to be voted separately using the control numbers sent to you.

Important Notice Regarding the Availability of Proxy Materials

2017 CME GROUP INC. Annual Meeting of Shareholders

MEETING DATE: May 24, 2017

RECORD DATE: March 29, 2017

CUSIP NUMBER: 12572Q105

SHARES: 123,456,789,012.000000

CONTROL NUMBER: 0123456789012345

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 BY

10:59 P.M. Central Time on May 23, 2017.

VOTE BY INTERNET - <https://www.proxyvote.com/00123456789012345>

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/00123456789012345>

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/00123456789012345>

Internet voting is accepted until 10:59 p.m. (CT) on May 23, 2017.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 10:59 p.m. Central Time on May 23, 2017.

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

Proxy Statement

<http://materials.proxyvote.com/unavailable>

Annual Report

<http://materials.proxyvote.com/unavailable>

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/00123456789012345>

2) By Telephone: 1-800-579-1639

3) By E-mail: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

If you would like to cancel your enrollment, or change your e-mail address or PIN, please go to <https://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 <https://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](mailto: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.



**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 07, 2017 10:23 AM  
**To:**  
**Subject:** #CME17CLA# CME GROUP INC. Annual Meeting  
%P85571\_0\_0123456789012345\_0000001%

You received this e-mail because our records show that 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.

If you hold other classes of CME Group shares, each class will need to be voted separately using the control numbers sent to you.

Important Notice Regarding the Availability of Proxy Materials

2017 CME GROUP INC. Annual Meeting of Shareholders

MEETING DATE: May 24, 2017

RECORD DATE: March 29, 2017

SHARES: 123,456,789,012.000000

CONTROL NUMBER: 0123456789012345

**YOUR VOTE IS IMPORTANT!** Please take a moment to vote your shares of Class B-1 stock of CME GROUP INC. for the upcoming Annual Meeting of Shareholders.

**PLEASE REVIEW THE PROXY STATEMENT AND VOTE BY INTERNET BY**

10:59 P.M. Central Time on May 23, 2017.

**VOTE BY INTERNET** - <https://www.proxyvote.com/00123456789012345>

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/00123456789012345>

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 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/00123456789012345>

Internet voting is accepted until 10:59 p.m. (CT) on May 23, 2017.



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 documentation can be found at the following Internet site(s):

Proxy Statement

<http://materials.proxyvote.com/unavailable>

Annual Report

<http://materials.proxyvote.com/unavailable>

If you would like to cancel your enrollment, or change your e-mail address or PIN, please go to <https://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 <https://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](mailto:ID@ProxyVote.com). Please REPLY to this e-mail with any comments or questions about [ProxyVote.com](http://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.

**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 07, 2017 10:25 AM  
**To:**  
**Subject:** #CME17CLB# CME GROUP INC. Annual Meeting  
%P85571\_0\_0123456789012345\_0000001%

You received this e-mail because our records show that 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.

If you hold other classes of CME Group shares, each class will need to be voted separately using the control numbers sent to you.

Important Notice Regarding the Availability of Proxy Materials

2017 CME GROUP INC. Annual Meeting of Shareholders

MEETING DATE: May 24, 2017

RECORD DATE: March 29, 2017

SHARES: 123,456,789,012.000000

CONTROL NUMBER: 0123456789012345

**YOUR VOTE IS IMPORTANT!** Please take a moment to vote your shares of Class B-2 stock of CME GROUP INC. for the upcoming Annual Meeting of Shareholders.

**PLEASE REVIEW THE PROXY STATEMENT AND VOTE BY INTERNET BY**

10:59 P.M. Central Time on May 23, 2017.

**VOTE BY INTERNET -** <https://www.proxyvote.com/00123456789012345>

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/00123456789012345>

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 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/00123456789012345>

Internet voting is accepted until 10:59 p.m. (CT) on May 23, 2017.

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 documentation can be found at the following Internet site(s):

Proxy Statement

<http://materials.proxyvote.com/unavailable>

Annual Report

<http://materials.proxyvote.com/unavailable>

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Your InvestorDelivery Enrollment Number is: M012345678901

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(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.

**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 07, 2017 10:26 AM  
**To:**  
**Subject:** #CME17CLC# CME GROUP INC. Annual Meeting  
%P85571\_0\_0123456789012345\_0000001%

You received this e-mail because our records show that 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.

If you hold other classes of CME Group shares, each class will need to be voted separately using the control numbers sent to you.

Important Notice Regarding the Availability of Proxy Materials

2017 CME GROUP INC. Annual Meeting of Shareholders

MEETING DATE: May 24, 2017

RECORD DATE: March 29, 2017

SHARES: 123,456,789,012.000000

CONTROL NUMBER: 0123456789012345

**YOUR VOTE IS IMPORTANT!** Please take a moment to vote your shares of Class B-3 stock of CME GROUP INC. for the upcoming Annual Meeting of Shareholders.

**PLEASE REVIEW THE PROXY STATEMENT AND VOTE BY INTERNET BY**

10:59 P.M. Central Time on May 23, 2017.

**VOTE BY INTERNET -** <https://www.proxyvote.com/00123456789012345>

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/00123456789012345>

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 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/00123456789012345>

Internet voting is accepted until 10:59 p.m. (CT) on May 23, 2017.

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 documentation can be found at the following Internet site(s):

Proxy Statement

<http://materials.proxyvote.com/unavailable>

Annual Report

<http://materials.proxyvote.com/unavailable>

If you would like to cancel your enrollment, or change your e-mail address or PIN, please go to <https://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 <https://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](mailto: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.

**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 07, 2017 10:27 AM  
**To:**  
**Subject:** #CME17CLD# CME GROUP INC. Annual Meeting  
%P85571\_0\_0123456789012345\_0000001%

You received this e-mail because our records show that 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.

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Important Notice Regarding the Availability of Proxy Materials

2017 CME GROUP INC. Annual Meeting of Shareholders

MEETING DATE: May 24, 2017

RECORD DATE: March 29, 2017

SHARES: 123,456,789,012.000000

CONTROL NUMBER: 0123456789012345

**YOUR VOTE IS IMPORTANT!** Please take a moment to vote your shares of Class B-4 stock of CME GROUP INC. for the upcoming Annual Meeting of Shareholders.

**PLEASE REVIEW THE PROXY STATEMENT AND VOTE BY INTERNET BY**

10:59 P.M. Central Time on May 23, 2017.

**VOTE BY INTERNET -** <https://www.proxyvote.com/00123456789012345>

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/00123456789012345>

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

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

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Annual Report

<http://materials.proxyvote.com/unavailable>

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Your InvestorDelivery Enrollment Number is: M012345678901

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

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