

CME GROUP INC.
Form 424B5
February 04, 2009
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-132554

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated February 4, 2009

Prospectus Supplement

, 2009

(To Prospectus dated March 17, 2006)

\$

CME Group Inc.

\$ % Notes due

\$ Floating Rate Notes due

We are offering \$ of our Floating Rate Notes due (the Floating Rate Notes) and \$ of our % Notes due (the Fixed Rate Notes and, together with the Floating Rate Notes, the notes). The Floating Rate Notes will bear interest at a floating rate per annum equal to three-month LIBOR, reset quarterly, plus %, from , 2009. We will pay interest on the Floating Rate Notes quarterly in arrears on , and of each year, commencing on , 2009. The Fixed Rate Notes will bear interest at a fixed rate equal to % per annum from , 2009. We will pay interest on the Fixed Rate Notes semiannually in arrears on and of each year, commencing on , 2009. The Floating Rate Notes will mature on , and the Fixed Rate Notes will mature on , .

The Floating Rate Notes will not be redeemable prior to maturity. We may redeem the Fixed Rate Notes in whole or in part at any time at the redemption prices described under Description of the Notes Optional Redemption in this prospectus supplement. If a Change of Control Triggering Event (as defined herein) occurs, we will be required to offer to purchase the notes from holders on terms described in this prospectus supplement.

The notes will be unsecured obligations and will rank equally with our existing and future unsecured senior indebtedness. The notes will be issued in registered form only in denominations of \$2,000 and multiples of \$1,000 above that amount.

The notes offered by this prospectus supplement will not be listed on any securities exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement.

	Per Floating Rate Note	Total	Per Fixed Rate Note	Total
Public offering price(1)	%	\$	%	\$
Underwriting discounts	%	\$	%	\$
Proceeds, before expenses, to CME Group Inc.(1)	%	\$	%	\$

(1) Plus accrued interest from _____, 2009 if settlement occurs after that date.

Neither the Securities and Exchange Commission, any state securities commission or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company and its participants, including Euroclear and Clearstream, as applicable, on or about _____, 2009.

Joint Book-Running Managers

Banc of America Securities LLC
UBS Investment Bank
Barclays Capital
Lloyds TSB Corporate Markets

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains the terms of this offering of notes. The second part is the prospectus dated March 17, 2006, which is part of our Registration Statement on Form S-3 (Registration No. 333-132554).

This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, this prospectus supplement will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in *Where You Can Find More Information* in this prospectus supplement.

No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement or the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. Neither the delivery of this prospectus supplement and the accompanying prospectus, nor any sale made hereunder, shall under any circumstances create any implication that there has been no change in our affairs since the date of this prospectus supplement, or that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is correct as of any time subsequent to the date of such information.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer, or an invitation on our behalf or the underwriters or any of them, to subscribe to or purchase any of the notes, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See *Underwriting*.

To the extent any underwriter that is not a U.S.-registered broker-dealer intends to effect sales of notes in the United States, it will do so through one or more U.S.-registered broker-dealers in accordance with the applicable U.S. securities laws and regulations.

WHERE YOU CAN FIND MORE INFORMATION

We are required to file annual, quarterly and current reports, proxy and information statements and other materials with the Securities and Exchange Commission (SEC) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act). You may read and copy any materials filed by us with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. The SEC also maintains an Internet website that contains the reports, proxy and information statements and other materials that are filed with, or furnished to, the SEC. This website can be accessed at <http://www.sec.gov>. Our reports, proxy statements and other materials can be located by reference to file numbers 001-31553 and 000-33379.

General information about us, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as any amendments and exhibits to those reports, are available free of charge through our Internet website, which can be accessed at <http://www.cmegroup.com> as soon as reasonably practicable after we file them with, or furnish them to, the SEC. Information on our Internet website is not incorporated into this prospectus supplement or the accompanying prospectus or our other securities filings and is not a part of these filings.

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INCORPORATION BY REFERENCE

The SEC's rules allow incorporation by reference into this prospectus supplement of information contained in documents that we file with the SEC. This permits us to disclose important information to you by referring you to those filed documents. Any information incorporated by reference is an important part of this prospectus supplement, and any information that we file with the SEC and incorporate herein by reference before the termination of the offering of the notes made under this prospectus supplement will be deemed automatically to update and supersede this information. The following documents previously filed with the SEC are incorporated herein by reference:

our Annual Report on Form 10-K for the year ended December 31, 2007 (including portions of our definitive Proxy Statement for the 2008 Annual Meeting of Shareholders incorporated therein by reference);

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008; and

our Current Reports on Form 8-K, filed with the SEC on January 28, 2008, March 4, 2008, March 13, 2008, March 17, 2008, March 21, 2008, June 3, 2008, June 5, 2008, June 9, 2008, June 18, 2008, June 23, 2008, June 30, 2008, July 23, 2008, July 24, 2008, August 1, 2008, August 8, 2008, August 13, 2008, August 15, 2008, August 20, 2008, August 26, 2008, August 28, 2008, September 15, 2008 (as amended on November 7, 2008), October 15, 2008, November 7, 2008, November 20, 2008 and February 4, 2009. We also incorporate by reference the following CME Group financial tables contained in Exhibit 99.1 to the Current Report on Form 8-K filed February 3, 2009: (i) the consolidated balance sheets as of December 31, 2008 and 2007, (ii) consolidated statements of income for the quarters and years ended December 31, 2008 and 2007, (iii) the pro forma non-GAAP consolidated statements of income for the quarters and years ended December 31, 2008 and 2007 and (iv) the reconciliation of GAAP to pro forma non-GAAP measures for the quarters and years ended December 31, 2008 and 2007. Except as specifically stated otherwise, we do not incorporate by reference any portions of the foregoing Current Reports on Form 8-K that are not deemed to be filed.

Whenever, before the termination of the offering of the notes made under this prospectus supplement, we file reports or documents under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, those reports and documents will be deemed to be incorporated by reference into this prospectus supplement from the time they are filed. We do not incorporate by reference any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K in any future filings, unless specifically stated otherwise. Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We will provide without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus supplement, excluding any exhibit to those documents unless the exhibit is specifically incorporated by reference as an exhibit to the registration statement of which this prospectus supplement forms a part. Requests should be directed to the following address:

CME Group Inc.

20 S. Wacker Dr.

Chicago, IL 60606

Tel: (800) 331-3332

Attention: Investor Relations

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FORWARD-LOOKING STATEMENTS

From time to time, in this prospectus supplement and the documents we incorporate by reference in this prospectus supplement, as well as in other written reports and oral statements, we discuss our expectations regarding our future performance. Statements and financial discussion and analysis contained herein and in the documents incorporated by reference herein that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are identified by their use of terms and phrases such as believe, anticipate, could, estimate, intend, may, plan, expect and similar expressions, including reference to assumptions. These forward-looking statements are based on currently available competitive, financial and economic data, current expectations, estimates, forecasts and projections about the industries in which we operate and management's beliefs and assumptions. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied in forward-looking statements. We want to caution you not to place undue reliance on any forward-looking statements. Among the factors that might affect our performance are:

our ability to realize the benefits and control the costs of our acquisition of NYMEX Holdings, Inc. and our ability to successfully integrate the businesses of CME Group Inc. and NYMEX Holdings, including the fact that such integration may be more difficult, time consuming or costly than expected and revenues following the transaction may be lower than expected and expected cost savings from the transaction may not be fully realized within the expected time frames or at all;

increasing competition by foreign and domestic entities, including increased competition from new entrants into our markets and consolidation of existing entities;

our ability to keep pace with rapid technological developments, including our ability to complete the development and implementation of the enhanced functionality required by our customers;

our ability to continue introducing competitive new products and services on a timely, cost-effective basis, including through our electronic trading capabilities, and our ability to maintain the competitiveness of our existing products and services;

our ability to adjust our fixed costs and expenses if our revenues decline;

our ability to continue to generate revenues from our processing services;

our ability to maintain existing customers and develop strategic relationships and attract new ones;

our ability to expand and offer our products in foreign jurisdictions;

changes in domestic and foreign regulations;

changes in government policy, including policies relating to common or directed clearing, changes as a result of a combination of the SEC and the U.S. Commodity Futures Trading Commission, or changes relating to the recently enacted Emergency Economic Stabilization Act of 2008;

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the costs associated with protecting our intellectual property rights and our ability to operate our business without violating the intellectual property rights of others;

our ability to generate revenue from our market data that may be reduced or eliminated by the growth of electronic trading or declines in subscriptions;

changes in our rate per contract due to shifts in the mix of the products traded, the trading venue and the mix of customers (whether the customer receives member or non-member fees or participates in one of our various incentive programs) and the impact of our tiered pricing structure;

the ability of our financial safeguards package to adequately protect us from the credit risks of clearing members;

the ability of our compliance and risk management methods to effectively monitor and manage our risks;

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changes in price levels and volatility in the derivatives markets and in underlying fixed income, equity, foreign exchange and commodities markets;

economic, political and market conditions, including the recent volatility of the capital and credit markets and the impact of current economic conditions on the trading activity of our current and potential customers;

natural disasters and other catastrophes;

our ability to accommodate increases in trading volume and order transaction traffic without failure or degradation of performance of our systems;

our ability to execute our growth strategy and maintain our growth effectively;

our ability to manage the risks and control the costs associated with our acquisition, investment and alliance strategy;

our ability to continue to generate funds and/or manage our indebtedness to allow us to continue to invest in our business;

industry and customer consolidation;

decreases in trading and clearing activity;

the imposition of a transaction tax on futures and options on futures transactions;

the unfavorable resolution of material legal proceedings;

seasonality of the futures business;

changes in the regulation of our industry with respect to speculative trading in commodity interests and derivative contracts; and

other risks detailed in our filings with the SEC.

The factors identified above are believed to be important factors, but not necessarily all of the important factors, that could cause actual results to differ materially from those expressed in any forward-looking statement. Unpredictable or unknown factors could also have material adverse effects on us. All forward-looking statements included in this prospectus supplement and in the documents incorporated by reference herein are expressly qualified in their entirety by the foregoing cautionary statements and by the risk factors included in this prospectus supplement and in the documents we incorporate by reference. Except as required by law, rule or regulation, we undertake no obligation to update, amend or clarify forward-looking statements, whether as a result of new information, future events or otherwise.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information appearing elsewhere or incorporated by reference in this prospectus supplement. Since it is a summary, this section does not contain all the information that you should consider before investing in the notes. You should carefully read the entire prospectus supplement, including the section entitled Risk Factors, the accompanying prospectus and the documents we have filed with the SEC that are incorporated by reference herein and therein prior to making an investment decision.

CME Group Inc. is a combined entity formed by the July 2007 merger of Chicago Mercantile Exchange Holdings Inc. (CME Holdings) and CBOT Holdings, Inc. (CBOT Holdings). In August 2008, CME Group acquired NYMEX Holdings, Inc. (NYMEX Holdings) through a merger of NYMEX Holdings with and into CME NYMEX Holdings Inc., a wholly-owned subsidiary of CME Group (CME NYMEX).

CME Group is the holding company of four futures exchanges: Chicago Mercantile Exchange Inc. (CME), Board of Trade of the City of Chicago, Inc. (CBOT), New York Mercantile Exchange, Inc. (NYMEX) and Commodity Exchange, Inc. (COMEX). Unless otherwise stated or the context otherwise requires, in this prospectus supplement we refer to CME Group Inc. as CME Group and the terms CME Group, we, us and our refer to:

prior to July 12, 2007, CME Holdings and its wholly-owned subsidiaries, excluding CBOT (and the other former subsidiaries of CBOT Holdings) and excluding NYMEX Holdings and its subsidiaries;

prior to the acquisition of NYMEX Holdings but on or after July 12, 2007, CME Group and its wholly-owned subsidiaries, including CBOT (and the other former subsidiaries of CBOT Holdings) and excluding NYMEX Holdings and its subsidiaries; and

following the acquisition of NYMEX Holdings, CME Group and its wholly-owned subsidiaries, including CBOT (and the other former subsidiaries of CBOT Holdings) and CME NYMEX and its subsidiaries, including NYMEX and COMEX (and the other former subsidiaries of NYMEX Holdings).

Our Company

Building on the heritage of its futures exchanges, CME, CBOT, NYMEX and COMEX, CME Group serves the risk management needs of customers around the globe. In July 2007, we acquired CBOT and in August 2008 we acquired NYMEX and COMEX.

We are the only exchange to offer access to all major asset classes from a single electronic trading platform and from trading floors in Chicago and New York. Specifically, we offer futures and options based on interest rates, equity indexes, foreign exchange, energy, agricultural commodities, metals and alternative investment products such as weather and real estate. More than three-quarters of our trading volume comes from trades made electronically on our CME Globex electronic trading platform. Our products provide a means for hedging, speculation and asset allocation relating to the risks associated with, among other things, interest rate sensitive instruments, equity ownership, changes in the value of foreign currency and changes in the prices of commodities. We identify new products by monitoring economic trends and their impact on the risk management and speculative needs of our existing and prospective customers.

Futures and options provide a way to protect against and potentially profit from price changes in financial instruments and physical commodities. Futures contracts are legally binding agreements to buy or sell something in the future, such as livestock or foreign currency. The buyer and seller of a futures contract agree on a price today for a product to be delivered and paid for in the future. Each contract specifies the quantity of the item and the time of delivery or payment. An option on a futures contract is a right, but not an obligation, to sell or buy a futures contract at a specified price on or before a certain expiration date.

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We are a global exchange available to customers all over the world. Our customers consist of professional traders, financial institutions, institutional and individual investors, major corporations, manufacturers, producers and governments. Customers include both members of the particular exchange and non-members.

Our major product lines are traded through our electronic trading platform and our open outcry trading floors in Chicago and New York. The CME Globex electronic trading platform is accessible virtually 24 hours a day throughout the trading week. In addition, trades can be executed through privately negotiated transactions that are cleared and settled through our clearinghouse.

CME Group owns its own clearinghouse, CME Clearing. CME Group's integrated clearing function is designed to ensure the safety and soundness of CME Group's markets. CME Clearing serves to protect the financial integrity of CME Group's markets by serving as the counterparty to every trade becoming the buyer to each seller and the seller to each buyer and limiting credit risk. It is responsible for settling trading accounts, clearing trades, collecting and maintaining performance bond funds, regulating delivery and reporting trading data. CME Clearing limits accumulation of debt from trading losses with twice daily mark-to-market settlement. Ownership of CME Clearing also enables CME Group to more quickly and efficiently bring new products to market through coordination of clearing functions with product development, technology, market regulation and other risk management activities.

A majority of our revenue is derived from clearing and transaction fees, which include electronic trading fees, surcharges for privately-negotiated transactions and other volume-related charges for contracts executed through our trading venues. We also receive quotation data fees from the dissemination of our market data to subscribers. Our market data services are provided primarily through third-party distributors. Our goal is to maintain quality product execution and service in support of our customers while they navigate through the current environment of a challenged industry and economic environment.

Recent Developments

Earnings Release. On February 3, 2009, we announced our results for the fourth quarter ended December 31, 2008. We reported that total fourth-quarter GAAP revenues increased 31 percent to \$692 million, and GAAP operating income increased 33 percent to \$418 million. We announced that we have taken a pre-tax, non-cash impairment charge of \$275 million on our cross-equity investment in BM&F Bovespa SA, due to the decline in BM&F Bovespa's current share price relative to original investment value. As a result of the impairment charge, GAAP net income for the fourth quarter was \$62 million and diluted earnings per share on a GAAP basis were \$0.93. In conjunction with this charge, stockholders' equity was reduced by \$94 million due to unfavorable movements in the Brazilian real compared with the U.S. dollar. Aside from the BM&F Bovespa impairment charge, the fourth-quarter GAAP results also include \$17.5 million of merger-related items. The 2008 GAAP results reflect the operations of both CME and CBOT, as well as the results of NYMEX after August 22, 2008 when the acquisition of NYMEX Holdings closed.

CME Group Inc. is a Delaware corporation. Our Class A common stock is listed on the Nasdaq Global Select Market (the "Nasdaq") under the symbol CME. Our principal executive offices are located at 20 South Wacker Drive, Chicago, Illinois 60606, and our telephone number is 312-930-1000.

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The Offering

The following summary contains certain material information about the notes and is not intended to be complete. Certain of the terms and conditions described below are subject to important limitations and exceptions. This summary does not contain all the information that may be important to you. For a more complete understanding of the notes, please refer to the Description of the Notes section in this prospectus supplement and the Description of Debt Securities section in the accompanying prospectus. In this section, CME Group, we, us and our are references to CME Group only and not to any of its subsidiaries.

Issuer	CME Group Inc., a Delaware corporation.
Securities Offered	\$ aggregate principal amount of the Floating Rate Notes and \$ aggregate principal amount of the Fixed Rate Notes.
Maturity Dates	, in respect of the Floating Rate Notes and , in respect of the Fixed Rate Notes.
Interest Rates	The interest rate per annum on the Floating Rate Notes will be reset quarterly and will be equal to three-month LIBOR plus %. The interest rate per annum on the Fixed Rate Notes will be equal to %.
Interest Payment Dates	We will pay interest on the Floating Rate Notes quarterly in arrears on , and of each year, commencing on , 2009. We will pay interest on the Fixed Rate Notes semiannually in arrears on and of each year, commencing on , 2009.
Optional Redemption	We may not redeem the Floating Rate Notes prior to maturity. We may redeem the Fixed Rate Notes in whole or in part at any time at the redemption prices described under Description of the Notes Optional Redemption in this prospectus supplement.
Ranking	The notes will be our unsecured senior obligations and will: rank senior in right of payment to all of our existing and future subordinated indebtedness; rank equally in right of payment with all of our existing and future unsecured and unsubordinated indebtedness, including our \$250.0 million floating rate notes due 2009, \$300.0 million floating rate notes due 2010 and \$750.0 million 5.40% notes due 2013 and all indebtedness under our 364-day revolving bridge facility, our senior credit facility and our commercial paper program, which totaled approximately \$1.4 billion as of September 30, 2008. As of September 30, 2008, approximately \$1.0 billion remained undrawn and available under our existing senior credit facilities;

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be effectively subordinated in right of payment to all of our existing and future secured indebtedness to the extent of the collateral securing such indebtedness; and

be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of our subsidiaries, including CME's clearinghouse facility, a committed \$600 million 364-day revolving line of credit with a consortium of banks that supports CME's clearinghouse operations.

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As of September 30, 2008, the notes would have been effectively subordinated to approximately \$1.3 billion of liabilities of our subsidiaries, including trade payables but excluding \$7.5 billion of clearing member cash performance bonds and security deposits held by our subsidiaries (for which our subsidiaries have an equal and offsetting asset) and \$8.1 billion of deferred tax liabilities. The entire \$600.0 million remains undrawn and available under CME's clearinghouse facility that supports its clearinghouse operations. Substantially all of our revenue is generated by, and substantially all of our assets are held by, our subsidiaries.

No Guarantees	The notes will not be guaranteed by any of our subsidiaries.
Repurchase upon Change of Control Triggering Event	Upon the occurrence of a Change of Control Triggering Event (as defined herein), we will be required to make an offer to purchase the notes of each series at a price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to the date of repurchase. See Description of the Notes Repurchase upon Change of Control Triggering Event.
No Listing	We do not intend to list any series of notes on any securities exchange or include the notes in any automated quotation system.
No Prior Market	The notes of each series will be new securities for which there is currently no market. Although the underwriters have informed us that they intend to make a market in the notes of each series, they are not obligated to do so, and they may discontinue market-making activities at any time without notice. Accordingly, we cannot assure you that liquid markets for the notes will develop or be maintained.
Use of Proceeds	We estimate that we will receive proceeds from this offering of approximately \$, net of underwriting discounts and estimated expenses. We intend to use the net proceeds to repay any outstanding commercial paper borrowings that are backstopped by our 364-day revolving bridge facility. We will use any remaining net proceeds from the offering for general corporate purposes. We expect to reduce the size of or terminate the bridge facility following this offering.
Governing Law	New York
Trustee and Paying Agent	U.S. Bank National Association
Form and Denomination	The notes of each series will be represented by one or more global notes, deposited with the Trustee as custodian for The Depository Trust Company (DTC) and registered in the name of Cede & Co., DTC's nominee. We will issue the notes in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.
Risk Factors	Investment in the notes involves risks. You should carefully consider the information set forth in the section of this prospectus supplement entitled Risk Factors beginning on page S-6, as well as other information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus before deciding whether to invest in the notes.

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The following financial information is only a summary and you should read it in conjunction with the historical consolidated financial statements of CME Group and the related notes contained in reports and other information that CME Group has previously filed with the SEC. See Incorporation by Reference.

The following summary historical consolidated financial data as of and for each of the five years ended December 31, 2007, 2006, 2005, 2004 and 2003 have been derived from CME Group's audited consolidated financial statements. Historical financial data as of and for the nine months ended September 30, 2008 and 2007 have been derived from CME Group's unaudited consolidated financial statements that include, in management's opinion, all normal recurring adjustments considered necessary to present fairly the results of operations and financial condition of CME Group for the periods and at the dates presented. Operating results for the nine months ended September 30, 2008 do not necessarily indicate the results that can be expected for the year ended December 31, 2008.

	2007(1)	As of and for the Year Ended December 31,				As of and for the Nine Months Ended September 30,	
		2006	2005	2004	2003	2008(1)	2007(1)
		(in millions, except per share data)					
Income Statement Data:							
Total revenues	\$ 1,756.1	\$ 1,089.9	\$ 889.8	\$ 721.6	\$ 531.0	\$ 1,869.3	\$ 1,226.6
Operating income	1,050.5	621.1	477.9	355.8	201.7	1,164.3	738.6
Non-operating income (expense)	45.3	50.6	30.5	11.8	4.4	(27.5)	20.5
Income before income taxes	1,095.8	671.7	508.4	367.7	206.1	1,136.8	759.1
Net income	658.5	407.3	306.9	219.6	122.1	653.4	457.5
Earnings per share:							
Basic	\$ 15.05	\$ 11.74	\$ 8.94	\$ 6.55	\$ 3.74	\$ 11.66	\$ 11.28
Diluted	14.93	11.60	8.81	6.38	3.60	11.61	11.18
Cash dividends per share(2)	3.44	2.52	1.84	1.04	0.63	3.45	2.58
Balance Sheet Data (end of period):							
Cash and cash equivalents	\$ 845.3	\$ 969.5	\$ 610.9	\$ 357.6	\$ 185.1	\$ 582.4	\$ 677.0
Marketable securities(3)	203.3	269.5	292.9	302.4	256.5	127.3	220.5
Total assets	20,306.2	4,306.5	3,969.4	2,857.5	4,872.6	39,255.1	19,646.5
Short-term debt	164.4					503.7	164.7
Long-term debt						2,412.8	
Shareholders' equity	12,305.6	1,519.1	1,118.7	812.6	563.0	19,028.8	12,111.4

- (1) Financial data as of and for the year ended December 31, 2007 and as of and for the nine months ended September 30, 2008 and 2007 (but not earlier periods) includes amounts related to the completion of the merger with CBOT Holdings. The CBOT Holdings merger was completed on July 12, 2007. Financial data as of and for the nine months ended September 30, 2008 (but not prior comparative or other earlier periods) includes amounts related to the completion of the acquisition of NYMEX Holdings. The NYMEX Holdings acquisition was completed on August 22, 2008.
- (2) Does not reflect the special dividend of \$5.00 per share of CME Group Class A and Class B common stock that CME Group declared on August 22, 2008, which was paid on October 10, 2008 to CME Group shareholders of record as of September 25, 2008. The dividend aggregated approximately \$336.0 million.
- (3) Marketable securities include pledged securities of \$100.1 million, \$100.7 million and \$70.2 million at December 31, 2007, 2006 and 2005, respectively, and \$83.9 million and \$99.7 million at September 30, 2008 and 2007, respectively. CME Group did not have pledged securities at December 31, 2004 and 2003.

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RISK FACTORS

You should carefully consider all the information included in this prospectus supplement, the accompanying prospectus and the documents filed with the SEC that are incorporated by reference herein and therein and, in particular, the risks described below and the risk factors of CME Group in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, Item 1A of Part II of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008 and Exhibit 99.1 of our Current Report on Form 8-K filed on February 4, 2009, each of which is incorporated by reference herein, before making an investment decision. The risks described below or incorporated by reference herein are not the only ones facing CME Group. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations and even the risks described below may adversely affect our business in ways we have not described or do not currently anticipate. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. In such case, you may lose all or part of your original investment.

The notes are senior unsecured obligations and structurally subordinated to the existing and future liabilities of our subsidiaries; we may be unable to pay interest on or repay the notes.

The notes are our senior unsecured and unsubordinated obligations and will rank equally in right of payment with all of our other existing and future senior unsecured and unsubordinated obligations. The notes are not secured by any of our assets. Any future claims of secured lenders with respect to assets securing their loans will be prior to any claim of the holders of the notes with respect to those assets.

We are a holding company and our subsidiaries are separate and distinct legal entities from us. Substantially all of our revenue is generated by, and substantially all of our assets are held by, our subsidiaries. Our subsidiaries have no obligation to pay any amounts due on the notes or to provide us with funds to meet our payment obligations on the notes, whether in the form of dividends, distributions, loans or other payments. In addition, any payment of dividends, loans or advances by our subsidiaries could be subject to statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon the subsidiaries' earnings, cash flow and other business considerations. Our right to receive any assets of any of our subsidiaries upon their bankruptcy, liquidation or reorganization, and therefore the right of the holders of the notes to par