

CME GROUP INC.  
Form 8-K  
May 15, 2018

**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 9, 2018**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At the close of business on March 12, 2018, the record date of the Annual Meeting, the Company had 340,409,136 shares of Class A and Class B common stock issued and outstanding. The holders of a total of 301,780,934 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 89% of the issued and outstanding shares on the record date for the Annual Meeting. Approximately, 36% of the Class B-2 and 36% of the Class B-3 shares of common stock were present at the Annual Meeting, either in person or by proxy. The proposals for the Class B-1 shareholders did not reach a quorum at the time of the Annual Meeting and were adjourned to May 23, 2018. The results for the adjourned Class B-1 proposals will be reported on a Current Report on Form 8-K within four business days of the meeting.

The results of the proposals are as follows:

- The election of fourteen Equity Directors to serve until 2019 (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     | 259,411,313      | 10,075,509     | 2,738,549      |
| Timothy S. Bitsberger | 267,614,110      | 4,103,607      | 507,654        |
| Charles P. Carey      | 267,289,833      | 4,548,810      | 386,728        |
| Dennis H. Chookaszian | 261,175,617      | 10,510,335     | 539,419        |
| Ana Dutra             | 269,625,589      | 1,952,691      | 647,091        |
| Martin J. Gepsman     | 257,033,246      | 14,737,331     | 454,794        |
| Larry G. Gerdes       | 263,692,437      | 8,030,245      | 502,689        |
| Daniel R. Glickman    | 255,620,106      | 16,070,884     | 534,381        |
| Deborah J. Lucas      | 269,383,352      | 2,343,348      | 498,671        |
| Alex J. Pollock       | 258,533,523      | 13,195,451     | 496,397        |
| Terry L. Savage       | 261,792,441      | 9,891,356      | 541,574        |
| William R. Shepard    | 239,016,516      | 32,736,038     | 472,817        |
| Howard J. Siegel      | 260,908,584      | 10,881,102     | 435,685        |
| Dennis A. Suskind     | 267,764,568      | 3,956,209      | 504,594        |

There were a total of 29,555,563 broker non-votes in this proposal.

- The ratification of the appointment of Ernst & Young LLP as the Company's independent public accounting firm for 2018 (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> |
|------------------|----------------------|--------------------|
| 296,866,209      | 4,603,461            | 311,264            |

- 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):*

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| <i>Votes For</i> | <i>Votes Against</i> | <i>Abstentions</i> |
|------------------|----------------------|--------------------|
| 252,688,278      | 18,760,628           | 776,465            |

There were a total of 29,555,563 broker non-votes in this proposal.

4. *The election of Class B Directors:*

- a. *The election of two Class B-2 Directors to serve until 2019 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      | 72               | 61                   | 135                |
| <b>Ronald A. Pankau</b> | 186              | 20                   | 70                 |
| <b>David J. Wescott</b> | 202              | 15                   | 64                 |
| James J. Zellinger      | 39               | 61                   | 165                |

- c. *The election of one Class B-3 Director to serve until 2019 from a slate of two 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> |
|--------------------------|------------------|----------------------|--------------------|
| <b>Elizabeth A. Cook</b> | 346              | 36                   | 58                 |
| Georgi Z. Komon Gold     | 69               | 111                  | 243                |

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

- a. *The election of five members of the Class B-2 Nominating Committee to serve until 2019 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> |
|-----------------------------|------------------|----------------------|--------------------|
| Frank Catizone              | 113              | 18                   | 137                |
| <b>Richard J. Duran</b>     | 131              | 16                   | 125                |
| <b>Yra G. Harris</b>        | 169              | 12                   | 92                 |
| Patrick J. Lahey            | 111              | 19                   | 139                |
| <b>Patrick J. Mulchrone</b> | 184              | 9                    | 78                 |
| <b>Stuart A. Unger</b>      | 114              | 18                   | 139                |
| <b>Barry D. Ward</b>        | 145              | 10                   | 115                |

- b. *The election of five members of the Class B-3 Nominating Committee to serve until 2018 from a slate of nine 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>John F. Connors</b>  | 177              | 27                   | 231                |
| <b>Joel P. Glickman</b> | 181              | 54                   | 204                |
| Spencer K. Hauptman     | 138              | 31                   | 262                |
| <b>Kevin P. Heaney</b>  | 178              | 27                   | 227                |
| Robert J. Kevil Jr.     | 102              | 54                   | 274                |

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|                         |     |    |     |
|-------------------------|-----|----|-----|
| Stephen J. Leuer        | 79  | 77 | 274 |
| Kimberly Marinaro       | 138 | 61 | 232 |
| <b>Thomas G. Rossi</b>  | 188 | 25 | 220 |
| <b>Richard S. Turim</b> | 143 | 47 | 241 |

**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 15, 2018

By: /s/ Kathleen M. Cronin

Name: Kathleen M. Cronin

Title: Senior Managing Director, General Counsel and  
Corporate Secretary