

CME GROUP INC.  
Form 8-K  
May 09, 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 8, 2018**

**CME GROUP INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

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

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

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

**20 South Wacker Drive, Chicago, Illinois**  
**(Address of Principal Executive Offices)**

**60606**  
**(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 8, 2018, the Compensation Committee of the Board of Directors (the Board ) of CME Group Inc. (the Company ) recommended and the Board approved an amended and restated employment agreement (the Amended Agreement ) with Terrence A. Duffy, the Company's Chairman and Chief Executive Officer, which extends Mr. Duffy's current term from December 31, 2020 to December 31, 2022 on substantially the same terms as his existing agreement. No changes were made to Mr. Duffy's minimum annual base salary, target bonus opportunity or target grant date value opportunity. Under the Amended Agreement, if Mr. Duffy is employed by the Company on December 31, 2022, (i) Mr. Duffy will be entitled to a bonus opportunity under the Company's incentive plan for the 2022 plan year (without any requirement to remain employed after such date), and (ii) all outstanding unvested time-vesting equity awards granted to Mr. Duffy after December 31, 2020 will vest and all of Mr. Duffy's performance-based equity awards granted during such period shall become vested or be forfeited solely based on actual performance measured over the full performance term, which bonus award and vesting are subject to Mr. Duffy's timely execution and delivery of a general release.

The foregoing description is only a summary of certain terms of the Amended Agreement and is qualified in its entirety by the complete text of the Amended Agreement, which is attached to this report as Exhibit 10.1 and is incorporated herein by reference as though fully set forth herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

**Number**

**Description**

10.1	Amended and Restated Agreement, effective as of May 8, 2018, by and between CME Group Inc. and Terrence A. Duffy
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**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

10.1	<u>Amended and Restated Agreement, effective as of May 8, 2018, by and between CME Group Inc. and Terrence A. Duffy</u>
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, 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 8, 2018

By: /s/ Kathleen M. Cronin  
Name: Kathleen M. Cronin  
Title: Senior Managing Director, General Counsel and  
Corporate Secretary