

CME GROUP INC.
Form DEFA14A
March 20, 2019

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 8, 2019.**

CME GROUP INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 11, 2019
Date: May 8, 2019 **Time:** 10:00 a.m., Central Time
Location: The Conference Center
One North 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, 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
10-K

PROXY STATEMENT

CME GROUP 2018 ANNUAL REPORT ON FORM

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, 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

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL* *: 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 April 24, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: 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. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com or from a smartphone, 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 proxy card.

Shareholder Meeting Registration: To attend the CME Group annual meeting, please go to the Register for Meeting link at 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 votes FOR Proposals 1, 2 and 3.

1. Election of Equity Directors

Seventeen 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. Daniel G. Kaye
- 1j. Phyllis M. Lockett
- 1k. Deborah J. Lucas

- 1l. Alex J. Pollock
- 1m. Terry L. Savage
- 1n. William R. Shepard
- 1o. Howard J. Siegel
- 1p. Michael A. Spencer
- 1q. Dennis A. Suskind

2.

Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2019.

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

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2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2019.

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

The Board of Directors is not providing recommendations on Proposals 4 and 5.

4. Election of Three Class B-1 Directors

Vote FOR up to three nominees to be elected to the Board of Directors.

- 4a. Steve A. Beitler (SAB)
- 4b. Bradley S. Glass (BRAD)
- 4c. Gedon Hertshten (GHF)
- 4d. William W. Hobert (WH)

4e. Patrick J. Mulchrone (PJM)

4f. Robert J. Tierney Jr. (RJT)

5. Election of 2020 Class B-1 Nominating Committee

Vote FOR up to five nominees to be elected to the Class B-1 Nominating Committee.

5a. Thomas A. Bentley (TAB)

5b. Kevin G. Boyle (KGB)

5c. Steven F. French (FS)

5d. Joseph H. Gressel (GPC)

5e. Mark S. Kobilca (HTR)

5f. Gary T. Lark (GTX)

5g. W. Winfred (FRED) Moore II (FMOR)

5h. James V. Sauter (TCP)

5i. Michael J. Small (SML)

5j. Michael G. Sundermeier (MIK)

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2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2019.

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

The Board of Directors is not providing recommendations on Proposals 4 and 5.

4. Election of Two Class B-2 Directors

Vote FOR up to two nominees to be elected to the Board of Directors.

- 4a. Yra G. Harris (YRA)
- 4b. Ronald A. Pankau (PAN)
- 4c. David J. Wescott (COT)

5. Election of 2020 Class B-2 Nominating Committee

Vote FOR up to five nominees to be elected to the Class B-2 Nominating Committee.

- 5a. Frank D. Catizone (FDC)
- 5b. Richard J. Duran (RJD)
- 5c. Patrick J. Lahey (XDE)
- 5d. Patrick W. Maloney (PAT)
- 5e. Andrew J. Schwieters (AJS)
- 5f. Stuart A. Unger (UNG)
- 5g. Barry D. Ward (BDW)
- 5h. James J. Zellinger (JZZ)

Voting Items

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2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2019.

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

The Board of Directors is not providing recommendations on Proposals 4 and 5.

4. Election of One Class B-3 Director

Vote FOR one nominee to be elected to the Board of Directors.

- 4a. Elizabeth A. Cook (LZY)

5. Election of 2020 Class B-3 Nominating Committee

Vote FOR up to five nominees to be elected to the Class B-3 Nominating Committee.

- 5a. John F. Connors Jr. (CON)
- 5b. Joel P. Glickman (GLK)

- 5c. Spencer K. Hauptman (SPNC)
- 5d. Kevin P. Heaney (FROG)
- 5e. Robert J. Kevil Jr. (REV)
- 5f. Stephen J. Leuer (LURE)
- 5g. Thomas G. Rossi (SSI)
- 5h. Phillip E. Teuscher (PXT)
- 5i. Richard S. Turim (RST)
- 5j. Paul D. Zirpolo (ZIR)

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2. **Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2019.**
3. **Advisory vote on the compensation of our named executive officers.**

