

CME GROUP INC.
Form S-4/A
December 23, 2014

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[TABLE OF CONTENTS](#)
[TABLE OF CONTENTS](#)
[TABLE OF CONTENTS](#)
[TABLE OF CONTENTS](#)

[Table of Contents](#)

As filed with the Securities and Exchange Commission on December 23, 2014

Registration No. 333-199429

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

AMENDMENT NO. 3
TO

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CME GROUP INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

6200
(Primary Standard Industrial
Classification Code Number)
20 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 930-1000

36-4459170
(IRS Employer
Identification No.)

(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Kathleen M. Cronin
General Counsel
CME Group Inc.
20 South Wacker Drive
Chicago, Illinois 60606
(312) 930-1000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

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Approximate date of commencement of proposed sale of the securities to the public:
As soon as practicable after this registration statement is declared effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a
smaller reporting company)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said section 8(a), may determine.

Table of Contents

The information in this proxy statement/prospectus is not complete and may be changed. CME Group Inc. may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and CME Group Inc. is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION, DATED DECEMBER 23, 2014

GFI GROUP INC.

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

[], 2014

Dear Stockholders:

We cordially invite you to attend a special meeting of stockholders of GFI Group Inc., a Delaware corporation ("GFI," "we," "our" or "us," and our stockholders, "GFI Stockholders"), to be held on [], 2015, at [] Eastern Standard Time, at [] (the "Special Meeting").

At the Special Meeting, holders of our common stock, par value \$0.01 per share ("GFI Common Stock"), will be asked to consider and vote upon a proposal to approve an Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among GFI, CME Group Inc., a Delaware corporation ("CME"), Commodore Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of CME, and Commodore Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of CME ("Merger Sub 2") (as it may be amended from time to time, the "GFI Merger Agreement"), providing for a merger in which GFI will become a wholly-owned subsidiary of CME (the "GFI Merger"). At the Special Meeting, you will be asked to consider and vote upon a proposal to adopt the GFI Merger Agreement (the "GFI Merger Proposal").

If the GFI Merger contemplated by the GFI Merger Agreement is completed, you will be entitled to receive for each share of GFI Common Stock, at your election and subject to proration as described herein, (i) cash consideration equal to \$5.25 per share (without interest) or (ii) stock consideration in the form of a fraction of a share of Class A common stock, par value \$0.01 per share, of CME ("CME Class A Common Stock"), equal to the exchange ratio set forth in the GFI Merger Agreement (the "Exchange Ratio"). The Exchange Ratio is a fraction, the numerator of which is the offer price of \$5.25 per share of GFI Common Stock and the denominator of which equals the average closing sales price of CME Class A Common Stock as reported on the NASDAQ Global Select Market ("NASDAQ") for the ten trading days ending upon and including the trading day immediately before the closing date of the GFI Merger. All cash elections are subject to proration as provided in the GFI Merger Agreement to account for the maximum available cash consideration of \$89 million, which is approximately 13% of the total consideration. If the cash elections exceed this amount, CME may elect to further increase the available cash consideration to limit the proration effect. The shares of CME Class A Common Stock are traded on NASDAQ under the trading symbol "CME" and we encourage you to obtain quotes for CME Class A Common Stock, given that the merger consideration of GFI Common Stock may be payable in shares of CME Class A Common Stock equal to the Exchange Ratio. The closing price per share of CME Class A Common Stock on December 22, 2014 was \$92.90.

In connection with the GFI Merger, our board of directors (the "GFI Board") formed a special committee of independent directors (the "Special Committee") to consider and negotiate the terms and conditions of the GFI Merger and to make a recommendation to the GFI Board. The GFI Board (other than Messrs. Gooch and Heffron, who abstained from the votes of the GFI Board), after receiving the unanimous recommendation of the Special Committee, has unanimously (i) determined that the GFI Merger Agreement and the GFI Merger are advisable, fair to, and in the best interests of GFI and its stockholders, (ii) approved, adopted and declared advisable the GFI Merger Agreement and the GFI Merger and (iii) resolved to recommend the adoption of the GFI Merger Agreement and the approval of the GFI Merger to GFI Stockholders at the Special Meeting. The GFI Board (other

Table of Contents

than Messrs. Gooch and Heffron, who abstained from the votes of the GFI Board), acting upon the unanimous determination of the Special Committee, unanimously recommends that GFI Stockholders vote **"FOR"** the GFI Merger Proposal.

In considering the recommendation of the Special Committee and the GFI Board, you should be aware that Mr. Gooch, the executive chairman of the GFI Board, and Mr. Heffron, a member of the GFI Board and our chief executive officer, have certain interests in the GFI Merger and the related transactions that are different from, and in addition to, the interests of GFI Stockholders generally. Jersey Partners Inc., a New York corporation controlled by Mr. Gooch ("JPI"), is a party to an Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among CME, Cheetah Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of CME, Cheetah Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of CME, New JPI Inc., a Delaware corporation formed by certain stockholders of JPI ("New JPI"), and stockholders of JPI and New JPI (including Messrs. Gooch and Heffron) (the "JPI Merger Agreement" and the transactions related thereto, the "JPI Merger"), pursuant to which New JPI, the resultant beneficial owner of all GFI Common Stock held by JPI after giving effect to a reorganization, will become a wholly-owned subsidiary of CME in exchange for shares of CME Class A Common Stock equal to the merger consideration that otherwise would be payable in the GFI Merger for the shares of GFI Common Stock owned by New JPI as stock election shares, provided that, to the extent all of the available cash consideration in the GFI Merger has not been allocated, up to 13% of the total JPI merger consideration shall be paid in cash. The purpose of the JPI Merger Agreement is to provide New JPI's stockholders the same tax-free consideration they would receive in the GFI Merger if they held the GFI Common Stock owned by New JPI directly as GFI Stockholders, subject to any portion of the JPI merger consideration that becomes payable in cash as described above. In connection with the transactions contemplated by the GFI Merger Agreement and the JPI Merger Agreement, Merger Sub 2, GFI Brokers Holdco Ltd., a Bermuda limited company ("IDB Buyer"), JPI (solely for purposes of Article IX therein), New JPI (solely for purposes of Article IX therein) and CME (solely for purposes of Article IX therein) entered into a Purchase Agreement, dated as of July 30, 2014 and amended as of December 2, 2014 (the "IDB Purchase Agreement" and the transactions related thereto, the "IDB Transaction"), pursuant to which IDB Buyer, a private consortium of GFI management, led by Mr. Gooch and certain other members of GFI management (including Mr. Heffron), will purchase from Merger Sub 2, and Merger Sub 2 will sell, transfer and assign to IDB Buyer, all of Merger Sub 2's right, title and interest in and to all of the issued and outstanding securities of the subsidiaries of GFI that, after giving effect to an internal reorganization contemplated by the GFI Merger Agreement, will own and operate GFI's interdealer brokerage business. The closing of the GFI Merger is subject to, and dependent upon, the closing of the JPI Merger and the IDB Transaction. In connection with the execution and delivery of the GFI Merger Agreement, JPI, New JPI and Messrs. Gooch, Heffron and Brown, a member of GFI management (the "GFI Supporting Stockholders"), as beneficial owners of GFI Common Stock, also entered into a support agreement, dated as of July 30, 2014, with CME (the "GFI Support Agreement"). The shares of GFI Common Stock subject to the GFI Support Agreement constituted approximately 37.8% of the total issued and outstanding shares of GFI Common Stock as of December 2, 2014. Under the GFI Support Agreement, the GFI Supporting Stockholders agreed to vote or cause to be voted their shares in favor of adoption of the GFI Merger Agreement and the related transactions.

In considering the unanimous recommendation of the Special Committee and the GFI Board you should be aware that the other directors and executive officers of GFI have certain other interests in the GFI Merger that are different from, and in addition to, the interests of our stockholders generally. The accompanying proxy statement/prospectus includes additional information regarding these additional interests.

In addition, at the Special Meeting you also will be asked to approve, by non-binding, advisory vote, certain compensation arrangements for GFI's named executive officers in connection with the GFI Merger and the related transactions contemplated by the GFI Merger Agreement (the "'Golden Parachute' Compensation Proposal") and to approve adjournments of the Special Meeting, if necessary

Table of Contents

or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt the GFI Merger Agreement (the "Adjournment Proposal"). Such compensation arrangements will be assumed by IDB Buyer in connection with the IDB Transaction and accordingly any amounts owed under such compensation arrangements will be payable by, and be liabilities of, IDB Buyer following the closing of the GFI Merger.

The enclosed proxy statement/prospectus describes the GFI Merger Agreement, the GFI Merger and related transactions and provides specific information concerning the Special Meeting. In addition, you may obtain information about us from documents filed with the Securities and Exchange Commission (the "SEC").

We urge you to, and you should, read the entire proxy statement/prospectus carefully, including the annexes, as it sets forth the details of the GFI Merger Agreement and other important information related to the GFI Merger.

Your vote is very important, regardless of the number of shares you own. The GFI Merger cannot be completed unless (i) the holders of at least 66²/₃% of the shares of GFI Common Stock cast at the Special Meeting vote to adopt the GFI Merger Agreement (provided that such affirmative vote represents at least a majority of the outstanding shares of GFI Common Stock) and (ii) the holders of a majority of the outstanding shares of GFI Common Stock (excluding shares owned by (a) the GFI Supporting Stockholders, (b) the other stockholders of JPI and New JPI, (c) the officers and directors of GFI or (d) any other person having any equity rights in, or any right to acquire any equity rights in (x) JPI, New JPI or any of their respective affiliates (other than GFI) or subsidiaries or (y) IDB Buyer or any of its affiliates (other than GFI) or subsidiaries) vote to adopt the GFI Merger Agreement. A failure to vote or an abstention will have the same effect as a vote "AGAINST" the GFI Merger Proposal.

Even if you plan to attend the Special Meeting in person, GFI requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or the Internet prior to the Special Meeting to ensure that your shares of GFI Common Stock will be represented at the Special Meeting if you are unable to attend. If you hold your shares in "street name" through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares or make an election.

YOUR PROXY IS BEING SOLICITED BY THE GFI BOARD. AFTER CAREFUL CONSIDERATION AND UPON THE UNANIMOUS RECOMMENDATION OF THE SPECIAL COMMITTEE, THE GFI BOARD (OTHER THAN MESSRS. GOOCH AND HEFFRON, WHO ABSTAINED FROM THE VOTES OF THE GFI BOARD) HAS UNANIMOUSLY (I) DETERMINED THAT THE GFI MERGER AGREEMENT AND THE GFI MERGER ARE ADVISABLE, FAIR TO AND IN THE BEST INTERESTS OF GFI AND ITS STOCKHOLDERS, (II) APPROVED, ADOPTED AND DECLARED ADVISABLE THE GFI MERGER AGREEMENT AND THE GFI MERGER AND (III) RESOLVED TO RECOMMEND THE ADOPTION OF THE GFI MERGER AGREEMENT AND THE APPROVAL OF THE GFI MERGER BY GFI STOCKHOLDERS. THE GFI BOARD (OTHER THAN MESSRS. GOOCH AND HEFFRON, WHO ABSTAINED FROM THE VOTES OF THE GFI BOARD), ACTING UPON THE UNANIMOUS RECOMMENDATION OF THE SPECIAL COMMITTEE, UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE GFI MERGER PROPOSAL, "FOR" THE "GOLDEN PARACHUTE" COMPENSATION PROPOSAL AND "FOR" THE ADJOURNMENT PROPOSAL. THE GFI BOARD MADE ITS DETERMINATION AFTER CONSULTATION WITH ITS LEGAL AND FINANCIAL ADVISORS AND AFTER CONSIDERING A NUMBER OF FACTORS.

In particular, we urge you to read carefully the section entitled "Risk Factors" beginning on page 46 of the accompanying proxy statement/prospectus. If you have any questions regarding the accompanying proxy statement/prospectus, or about the

Table of Contents

GFI GROUP INC.
55 Water Street
New York, NY 10041
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Dear Stockholder:

You are cordially invited to attend a special meeting of the stockholders of GFI Group Inc. ("GFI," "we," "our" or "us" and our stockholders, "GFI Stockholders") to be held on [], 2015, at [] Eastern Standard Time, at [] (the "Special Meeting"), to consider and vote upon the following matters:

1. a proposal to adopt the Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among GFI, a Delaware corporation, CME Group Inc., a Delaware corporation ("CME"), Commodore Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of CME, and Commodore Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of CME ("Merger Sub 2") (as it may be amended from time to time, the "GFI Merger Agreement"), providing for a merger in which GFI will become a wholly-owned subsidiary of CME (the "GFI Merger"). A copy of the GFI Merger Agreement is attached as **Annex A** to the accompanying proxy statement/prospectus (the "GFI Merger Proposal");
2. a proposal to approve, by non-binding, advisory vote, certain compensation arrangements for GFI's named executive officers in connection with the GFI Merger contemplated by the GFI Merger Agreement (the "'Golden Parachute' Compensation Proposal"). Such compensation arrangements will be assumed by IDB Buyer in connection with the IDB Transaction and accordingly any amounts owed under such compensation arrangements will be payable by, and be liabilities of, IDB Buyer following the closing of the GFI Merger; and
3. adjournments of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt the GFI Merger Agreement (the "Adjournment Proposal").

The record date for the Special Meeting is December 1, 2014. Only stockholders of record as of the close of business on December 1, 2014 are entitled to notice of, and to vote at, the Special Meeting. All stockholders of record as of that date are cordially invited to attend the Special Meeting in person.

Your proxy is being solicited by our board of directors (the "GFI Board"). After careful consideration and acting upon the unanimous recommendation of the special committee of independent directors (the "Special Committee") formed by the GFI Board to consider and negotiate the terms and conditions of the GFI Merger and to make a recommendation to the GFI Board, the GFI Board (other than Messrs. Gooch and Heffron, who abstained from the votes of the GFI Board) has unanimously (i) determined that the GFI Merger Agreement and the GFI Merger are advisable, fair to, and in the best interests of GFI and its stockholders; (ii) approved, adopted and declared advisable the GFI Merger Agreement and the GFI Merger and (iii) resolved to recommend the adoption of the GFI Merger Agreement and the approval of the GFI Merger to GFI Stockholders at the Special Meeting. **The GFI Board (other than Messrs. Gooch and Heffron, who abstained from the votes of the GFI Board), acting upon the unanimous recommendation of the Special Committee, unanimously recommends that you vote "FOR" the GFI Merger Proposal, "FOR" the "Golden Parachute" Compensation Proposal and "FOR" the Adjournment Proposal. The GFI Board made its**

Table of Contents

determination after consultation with its legal and financial advisors and after considering a number of factors.

In considering the recommendation of the Special Committee and the GFI Board, you should be aware that Mr. Gooch, the executive chairman of the GFI Board, and Mr. Heffron, a member of the GFI Board and our chief executive officer, have certain interests in the GFI Merger and the related transactions that are different from, and in addition to, the interests of GFI Stockholders generally. Jersey Partners Inc., a New York corporation controlled by Mr. Gooch ("JPI"), is a party to an Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among CME, Cheetah Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of CME, Cheetah Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of CME, New JPI Inc., a Delaware corporation formed by certain stockholders of JPI ("New JPI"), and stockholders of JPI and New JPI (including Messrs. Gooch and Heffron) (the "JPI Merger Agreement" and the transactions related thereto, the "JPI Merger"), pursuant to which New JPI, the resultant beneficial owner of all GFI Common Stock held by JPI after giving effect to a reorganization, will become a wholly-owned subsidiary of CME in exchange for shares of CME Class A Common Stock equal to the merger consideration that otherwise would be payable in the GFI Merger for the shares of GFI Common Stock owned by New JPI as stock election shares, provided that, to the extent all of the available cash consideration in the GFI Merger has not been allocated, up to 13% of the total JPI merger consideration shall be paid in cash. The purpose of the JPI Merger Agreement is to provide New JPI's stockholders the same tax-free consideration they would receive in the GFI Merger if they held the GFI Common Stock owned by New JPI directly as GFI Stockholders, subject to any portion of the JPI merger consideration that becomes payable in cash as described above. In connection with the transactions contemplated by the GFI Merger Agreement and the JPI Merger Agreement, Merger Sub 2, GFI Brokers Holdco Ltd., a Bermuda limited company ("IDB Buyer"), JPI (solely for purposes of Article IX therein), New JPI (solely for purposes of Article IX therein) and CME (solely for purposes of Article IX therein) entered into a Purchase Agreement, dated as of July 30, 2014 and amended as of December 2, 2014 (the "IDB Purchase Agreement" and the transactions related thereto, the "IDB Transaction"), pursuant to which IDB Buyer, a private consortium of GFI management, led by Mr. Gooch and certain other members of GFI management (including Mr. Heffron), will purchase from Merger Sub 2, and Merger Sub 2 will sell, transfer and assign to IDB Buyer, all of Merger Sub 2's right, title and interest in and to all of the issued and outstanding securities of the subsidiaries of GFI that, after giving effect to an internal reorganization contemplated by the GFI Merger Agreement, will own and operate GFI's interdealer brokerage business. The closing of the GFI Merger is subject to, and dependent upon, the closing of the JPI Merger and the IDB Transaction, and the Special Committee and the GFI Board have not made any recommendation with regard to such transactions. In connection with the execution and delivery of the GFI Merger Agreement, JPI, New JPI and Messrs. Gooch, Heffron and Brown, a member of GFI management (the "GFI Supporting Stockholders"), as beneficial owners of GFI Common Stock, also entered into a support agreement, dated as of July 30, 2014, with CME (the "GFI Support Agreement"). The shares of GFI Common Stock subject to the GFI Support Agreement constituted approximately 37.8% of the total issued and outstanding shares of GFI Common Stock as of December 2, 2014. Under the GFI Support Agreement, the GFI Supporting Stockholders agreed to vote or cause to be voted their shares in favor of adoption of the GFI Merger Agreement and the related transactions.

In considering the unanimous recommendation of the Special Committee and the GFI Board you should be aware that the other directors and executive officers of GFI have certain other interests in the GFI Merger and the related transactions that are different from, and in addition to, the interests of our stockholders generally. The accompanying proxy statement/prospectus includes additional information regarding interests of Messrs. Gooch and Heffron and other directors and executive officers of GFI that are different from, and in addition to, the interests of our stockholders generally.

Your vote is very important, regardless of the number of shares you own. The GFI Merger cannot be completed unless (i) the holders of at least 66²/₃% of the shares of GFI Common Stock cast at the

Table of Contents

Special Meeting vote to adopt the GFI Merger Agreement (provided that such affirmative vote represents at least a majority of the outstanding shares of GFI Common Stock) and (ii) the holders of a majority of the outstanding shares of GFI Common Stock (excluding shares owned by (a) the GFI Supporting Stockholders, (b) the other stockholders of JPI and New JPI, (c) the officers and directors of GFI or (d) any other person having any equity rights in, or any right to acquire any equity rights in (x) JPI, New JPI or any of their respective affiliates (other than GFI) or subsidiaries or (y) IDB Buyer or any of its affiliates (other than GFI) or subsidiaries) vote to adopt the GFI Merger Agreement.

Even if you plan to attend the Special Meeting in person, GFI requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or the Internet prior to the Special Meeting to ensure that your shares of GFI Common Stock will be represented at the Special Meeting if you are unable to attend. If you hold your shares in "street name" through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares or make an election. If you fail to submit a proxy or to attend the Special Meeting in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, your shares of GFI Common Stock will not be counted for purposes of determining whether a quorum is present at the Special Meeting and will have the same effect as a vote "AGAINST" the GFI Merger Proposal.

To gain admittance to the Special Meeting, please detach and retain the admission ticket attached to your proxy card. If your shares of GFI Common Stock are held through a bank, brokerage firm or other nominee, please bring evidence that you own GFI Common Stock to the Special Meeting and we will provide you with an admission ticket. If you received your special meeting materials electronically and wish to attend the meeting, please follow the instructions provided for attendance. A form of government-issued photo ID will be required to enter the Special Meeting.

WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD IN THE ACCOMPANYING PREPAID REPLY ENVELOPE, OR SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET. IF YOU ATTEND THE SPECIAL MEETING AND VOTE IN PERSON, YOUR VOTE BY BALLOT WILL REVOKE ANY PROXY PREVIOUSLY SUBMITTED.

By Order of the Board of Directors,

Christopher D'Antuono
General Counsel & Corporate Secretary

New York, New York

Dated: [], 2014

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about GFI and CME, respectively, from other documents that GFI and CME have filed with the SEC and that are contained in or incorporated by reference into this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, see the section entitled "Where You Can Find More Information" beginning on page [] of this proxy statement/prospectus. This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and through the SEC's website at www.sec.gov.

You may request copies of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus or other information concerning GFI, without charge, by written request to Investor Relations, GFI Group Inc., 55 Water Street, New York, NY 10041, or by telephone request at (212) 968-2992; or MacKenzie Partners, Inc., GFI's proxy solicitor, by calling toll-free at (800) 322-2885, or from the SEC through the SEC website at the address provided above.

You may also request a copy of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus or other information concerning CME, without charge, by written request directed to CME, Attention: General Counsel, CME Group Inc., 20 South Wacker Drive, Chicago, IL 60606, or by telephone request at (312) 930-1000; or from the SEC through the SEC website at the address provided above.

In order for you to receive timely delivery of the documents in advance of the Special Meeting of GFI Stockholders to be held on [], 2015, you must request the information no later than five business days prior to the date of the Special Meeting, by [], 2015.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This document, which forms part of a registration statement on Form S-4 filed with the SEC by CME (File No. 333-199429), constitutes a prospectus of CME under Section 5 of the Securities Act of 1933, as amended, with respect to the shares of CME Class A Common Stock to be issued to GFI Stockholders pursuant to the GFI Merger Agreement. This document also constitutes a proxy statement/prospectus of GFI under Section 14(a) of the Securities Exchange Act of 1934, as amended. It also constitutes a notice of meeting with respect to the Special Meeting, at which GFI Stockholders will be asked to consider and vote upon the adoption of the GFI Merger Agreement.

CME has supplied all information contained or incorporated by reference into this proxy statement/prospectus relating to CME, and GFI has supplied all such information relating to GFI.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. CME and GFI have not authorized anyone to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated [], 2014, and you should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than such date. Further, you should not assume that the information incorporated by reference into this proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this proxy statement/prospectus to GFI Stockholders nor the issuance by CME of CME Class A Common Stock pursuant to the GFI Merger Agreement will create any implication to the contrary.

Table of Contents

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	16
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF CME</u>	36
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF GFI</u>	37
<u>COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA</u>	41
<u>COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION</u>	43
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	44
<u>RISK FACTORS</u>	46
<u>Risk Factors Relating to the GFI Merger</u>	46
<u>Risk Factors Relating to CME Following the GFI Merger</u>	53
<u>Other Risk Factors</u>	53
<u>INFORMATION ABOUT THE SPECIAL MEETING</u>	54
<u>Time, Place and Purpose of the Special Meeting</u>	54
<u>Record Date and Quorum</u>	54
<u>Attendance</u>	54
<u>Vote Required</u>	55
<u>Voting by Directors and Executive Officers of GFI</u>	56
<u>Proxies and Revocations</u>	56
<u>Adjournments and Postponements</u>	57
<u>Anticipated Date of Completion of the GFI Merger</u>	57
<u>Solicitation of Proxies; Payment of Solicitation Expenses</u>	57
<u>Questions and Additional Information</u>	57
<u>THE COMPANIES</u>	58
<u>GFI Group Inc.</u>	58
<u>CME Group Inc.</u>	58
<u>Commodore Acquisition Corp.</u>	58
<u>Commodore Acquisition LLC</u>	59
<u>THE GFI MERGER</u>	60
<u>Background of the GFI Merger</u>	60
<u>Effect of the GFI Merger; Consideration to be Received in the GFI Merger; Treatment of RSUs and Stock Options</u>	83
<u>Recommendation of the Special Committee and the GFI Board; Reasons for the GFI Merger</u>	86
<u>Opinion of Special Committee's Financial Advisor</u>	93
<u>Certain Forecasts</u>	105
<u>CME's Reasons for the GFI Merger</u>	107
<u>Ownership of CME Following the GFI Merger</u>	107
<u>Interests of GFI Directors and Executive Officers in the GFI Merger</u>	108
<u>Quantification of Payments and Benefits to GFI's Named Executive Officers</u>	111
<u>Board of Directors and Management Following the GFI Merger</u>	112
<u>United States Federal Income Tax Consequences of the GFI Merger</u>	112
<u>Regulatory Matters</u>	115
<u>Accounting Treatment</u>	116
<u>Listing of CME Class A Common Stock</u>	116
<u>Delisting and Deregistration of GFI Common Stock</u>	116
<u>No Appraisal Rights</u>	117
<u>Restrictions on Sales of Shares of CME Class A Common Stock Received in the GFI Merger</u>	117
<u>Litigation Related to the GFI Merger</u>	117
<u>THE GFI MERGER AGREEMENT</u>	119

Table of Contents

	Page
<u>JPI MERGER AGREEMENT</u>	<u>143</u>
<u>IDB PURCHASE AGREEMENT</u>	<u>147</u>
<u>THE GFI SUPPORT AGREEMENT</u>	<u>163</u>
<u>ADVISORY VOTE ON GFI MERGER-RELATED COMPENSATION FOR GFI'S NAMED EXECUTIVE OFFICERS</u>	<u>165</u>
<u>ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL PROXIES</u>	<u>166</u>
<u>CERTAIN BENEFICIAL OWNERS OF GFI COMMON STOCK</u>	<u>167</u>
<u>Security Ownership of Directors and Named Executive Officers</u>	<u>167</u>
<u>COMPARISON OF STOCKHOLDERS' RIGHTS</u>	<u>169</u>
<u>FUTURE GFI STOCKHOLDER PROPOSALS</u>	<u>180</u>
<u>NO APPRAISAL RIGHTS</u>	<u>181</u>
<u>LEGAL MATTERS</u>	<u>182</u>
<u>EXPERTS</u>	<u>183</u>
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	<u>184</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>185</u>
<u>PART II: INFORMATION NOT REQUIRED IN PROSPECTUS</u>	<u>II-1</u>
<u>EXHIBIT INDEX</u>	<u>II-8</u>

ANNEX

<u>Annex A</u>	<u>Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among GFI Group Inc., CME Group Inc., Commodore Acquisition Corp. and Commodore Acquisition LLC</u>
<u>Annex B</u>	<u>Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among CME Group Inc., Cheetah Acquisition Corp., Cheetah Acquisition LLC, Jersey Partners Inc., New JPI Inc. and the other individual signatories thereto</u>
<u>Annex C</u>	<u>Purchase Agreement, dated as of July 30, 2014 and amended as of December 2, 2014, by and among Commodore Acquisition LLC, GFI Brokers Holdco Ltd., CME Group Inc., Jersey Partners Inc., and New JPI Inc.</u>
<u>Annex D</u>	<u>Amended and Restated Commitment Letter, dated as of December 2, 2014, by and between Jefferies Finance LLC and GFI Holdco Inc.</u>
<u>Annex E</u>	<u>Support Agreement, dated as of July 30, 2014, by and among CME Group Inc., Jersey Partners Inc., New JPI Inc., and the other signatories thereto</u>
<u>Annex F</u>	<u>Opinion of Greenhill & Co., LLC, dated as of December 1, 2014</u>

Table of Contents

QUESTIONS AND ANSWERS

The following questions and answers are intended to briefly address some commonly asked questions regarding the GFI Merger Agreement, the GFI Merger and the related transactions, and the Special Meeting. These questions and answers may not address all questions that may be important to you as a stockholder of GFI, which is referred to as a GFI Stockholder in this proxy statement/prospectus. Please refer to the section entitled "Summary" beginning on page [] of this proxy statement/prospectus and the more detailed information contained elsewhere in this proxy statement/prospectus, the annexes to this proxy statement/prospectus and the documents referred to in this proxy statement/prospectus, which you should read carefully and in their entirety. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions under the section entitled "Where You Can Find More Information" beginning on page [] of this proxy statement/prospectus.

All references in this proxy statement/prospectus to "GFI" refer to GFI Group Inc., a Delaware corporation; all references in this proxy statement/prospectus to "CME" refer to CME Group Inc., a Delaware corporation; all references in this proxy statement/prospectus to "Merger Sub 1" refer to Commodore Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of CME; all references in this proxy statement/prospectus to "Merger Sub 2" refer to Commodore Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of CME; all references in this proxy statement/prospectus to the "GFI Merger Agreement" refer to the Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among GFI, CME, Merger Sub 1 and Merger Sub 2; all references in this proxy statement/prospectus to the "GFI Merger" refer to the merger of Merger Sub 1 with and into GFI; all references to "JPI" refer to Jersey Partners Inc., a New York corporation; all references to "New JPI" refer to New JPI Inc., a Delaware corporation; and all references to "IDB Buyer" refer to GFI Brokers Holdco Ltd., a Bermuda limited company.

Q: Why am I receiving this proxy statement/prospectus and proxy card?

A: GFI has agreed to combine with CME under the terms of the GFI Merger Agreement that are described in this proxy statement/prospectus. If the GFI Merger Agreement is adopted by GFI Stockholders and the other conditions to closing under the GFI Merger Agreement are satisfied or waived, Merger Sub 1 will merge with and into GFI. Immediately following the GFI Merger, GFI as the surviving corporation will merge with and into Merger Sub 2, which is referred to as the GFI Subsequent Merger in this proxy statement/prospectus, with Merger Sub 2 continuing as the surviving company and a wholly-owned subsidiary of CME. As a result of these mergers, GFI will no longer be a publicly held company. Following the GFI Merger, common stock, par value \$0.01 per share, of GFI, which is referred to as GFI Common Stock in this proxy statement/prospectus, will be delisted from the New York Stock Exchange, which is referred to as the NYSE in this proxy statement/prospectus, and deregistered under the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act in this proxy statement/prospectus, and GFI will no longer be required to file periodic reports with the Securities Exchange Commission, which is referred to as the SEC in this proxy statement/prospectus, in respect of GFI Common Stock.

GFI is holding a special meeting, which is referred to as the Special Meeting in this proxy statement/prospectus, to ask its stockholders to consider and vote upon a proposal to adopt the GFI Merger Agreement, which is referred to as the GFI Merger Proposal in this proxy statement/prospectus.

At the Special Meeting, GFI Stockholders will also be asked to approve, by non-binding, advisory vote, certain compensation arrangements for GFI's named executive officers in connection with the GFI Merger contemplated by the GFI Merger Agreement, which is referred to as the "Golden Parachute" Compensation Proposal in this proxy statement/prospectus, and to approve

Table of Contents

adjournments of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt the GFI Merger Agreement, which is referred to as the Adjournment Proposal in this proxy statement/prospectus. Such compensation arrangements will be assumed by IDB Buyer in connection with the IDB Transaction and accordingly any amounts owed under such compensation arrangements will be payable by, and be liabilities of, IDB Buyer following the closing of the GFI Merger.

This proxy statement/prospectus includes important information about the GFI Merger, the GFI Merger Agreement, a copy of which is attached as **Annex A** to this proxy statement/prospectus, the JPI Merger and the JPI Merger Agreement, a copy of which is attached as **Annex B** to this proxy statement/prospectus, the IDB Transaction and the IDB Purchase Agreement, a copy of which is attached as **Annex C** to this proxy statement/prospectus, and the Special Meeting. GFI Stockholders should read this information carefully and in its entirety. The enclosed voting materials allow GFI Stockholders to vote their shares of GFI Common Stock without attending the Special Meeting in person.

All references in this proxy statement/prospectus to the "JPI Merger Agreement" refer to the Agreement and Plan of Merger, dated as of July 30, 2014 and amended as of December 2, 2014, by and among CME, Cheetah Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of CME, Cheetah Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of CME, JPI, New JPI and the other individuals signatory thereto, which are stockholders of JPI and New JPI; all references in this proxy statement/prospectus to the "JPI Merger" refer to the transactions related to the JPI Merger Agreement; all references in this proxy statement/prospectus to the "IDB Purchase Agreement" refer to the Purchase Agreement, dated as of July 30, 2014 and amended as of December 2, 2014, by and among Merger Sub 2, IDB Buyer, JPI (solely for purposes of Article IX therein), New JPI (solely for purposes of Article IX therein) and CME (solely for purposes of Article IX therein); and all references in this proxy statement/prospectus to the "IDB Transaction" refer to the transactions related to the IDB Purchase Agreement.

Q:
Does my vote matter?

A:
Yes. The GFI Merger cannot be completed unless the GFI Merger Agreement is adopted by GFI Stockholders. For GFI Stockholders, if you fail to submit a proxy or vote in person at the Special Meeting, or vote to abstain, or you do not provide your bank, brokerage firm or other nominee with instructions, as applicable, this will have the same effect as a vote "**AGAINST**" the GFI Merger Proposal. Acting upon the unanimous recommendation of a special committee of independent directors, which is referred to as the Special Committee in this proxy statement/prospectus, the board of directors of GFI, which is referred to as the GFI Board in this proxy statement/prospectus (other than Messrs. Gooch and Heffron, who abstained from the votes of the GFI Board), unanimously recommends that GFI Stockholders vote "**FOR**" the GFI Merger Proposal.

Q:
What will I receive if the GFI Merger is completed?

A:
If the GFI Merger is completed, each share of GFI Common Stock (other than shares of GFI Common Stock owned by CME (including pursuant to the JPI Merger) or GFI or any of their respective wholly-owned subsidiaries) issued and outstanding immediately prior to the time the GFI Merger becomes effective, which is referred to as the Effective Time in this proxy statement/prospectus, will be converted into, at your election, cash consideration or stock consideration, jointly referred to as the Merger Consideration in this proxy statement/prospectus. The cash consideration for which a valid cash election has been made or no election has been made will be equal to \$5.25 per share (without interest) of GFI Common Stock, subject to proration as provided

Table of Contents

in the GFI Merger Agreement to account for the maximum available cash consideration of \$89 million. If the cash elections exceed this amount, CME may elect to further increase the available cash consideration to limit the proration effect. The stock consideration per share of GFI Common Stock for which a valid stock election has been made will be a number of shares of Class A common stock, par value \$0.01 per share, of CME, which is referred to as CME Class A Common Stock in this proxy statement/prospectus, equal to the Exchange Ratio (as defined in the following paragraph), plus cash in lieu of fractional shares. In no event will the aggregate number of shares of CME Class A Common Stock issuable in the transactions contemplated by the GFI Merger Agreement and the JPI Merger Agreement exceed 19.9% of the number of shares of CME Class A Common Stock outstanding on December 1, 2014, as appropriately adjusted for any reclassification, recapitalization, stock split or combination, exchange or readjustment of shares, or any stock dividend thereon, which is referred to as the Issuance Cap in this proxy statement/prospectus, in which case the GFI Merger Agreement may be terminated by GFI. Assuming the entire aggregate Merger Consideration is paid in shares of CME Class A Common Stock, the per share price of CME Class A Common Stock would have to fall below \$10.03 for the Issuance Cap to impact the number of shares of CME Class A Common Stock issuable in the transactions contemplated by the GFI Merger Agreement and the JPI Merger Agreement. The closing price per share of CME Class A Common Stock on December 22, 2014 was \$92.90.

All references in this proxy statement/prospectus to the "Exchange Ratio" means a fraction, the numerator of which equals \$5.25 and the denominator of which equals the average of the closing sale prices of CME Class A Common Stock, as reported on the NASDAQ Global Select Market, which is referred to as NASDAQ in this proxy statement/prospectus, for the 10 trading days ending upon and including the trading day immediately before the closing date of the GFI Merger, which is referred to as the Average Closing CME Stock Price in this proxy statement/prospectus.

Accordingly, the actual number of shares delivered to GFI Stockholders will depend on the Average Closing CME Stock Price. The market price of CME Class A Common Stock will continue to fluctuate following the date of the Special Meeting. Consequently, at the time of the Special Meeting, the exact number of shares of CME Class A Common Stock that GFI Stockholders are entitled to receive under the GFI Merger Agreement at the closing of the GFI Merger will not yet be determined. For a more detailed description of the Merger Consideration you will receive in the GFI Merger, see the section entitled "The GFI Merger Effect of the GFI Merger; Consideration to be Received in the GFI Merger; Treatment of RSUs and Stock Options" beginning on page [] of this proxy statement/prospectus.

Q: Can a GFI Stockholder who makes either a cash election or a stock election nevertheless receive a mix of cash and stock as Merger Consideration?

A: Yes. Under the GFI Merger Agreement, CME has agreed to pay up to \$89 million of the Merger Consideration in cash to GFI Stockholders. If there are such number of GFI Stockholders who have made valid cash elections or no elections that the aggregate amount of cash payable is more than the amount available as cash consideration under the GFI Merger Agreement, those GFI Stockholders making a cash election or no election will have the cash portion of their Merger Consideration proportionately reduced and will receive a portion of their consideration in stock, despite their cash elections. In lieu of proration, however, CME may choose, in its sole discretion, to increase the cash amount to be paid in the GFI Merger above the cash component of \$89 million, up to the elected amount of cash consideration, subject to certain limitations.

For a more detailed description of the proration adjustment and CME's option to increase the cash component, see "The GFI Merger Agreement Effect of the GFI Merger; Consideration to be Received in the GFI Merger; Treatment of RSUs and Stock Options" beginning on page [] of this proxy statement/prospectus.

Table of Contents

Q: If I am a GFI Stockholder, when must I elect the type of Merger Consideration I prefer to receive?

A: Prior to the Effective Time, CME will mail a form of election to each holder of record and beneficial owner of shares of GFI Common Stock as of a specified date selected by CME. Upon request, CME will also make forms of election available to GFI Stockholders who become holders of record or beneficial owners of GFI Common Stock during the election period. The form of election allows you to elect, for each share of GFI Common Stock you own, to receive cash or stock consideration in the GFI Merger. You must return your properly completed and signed form of election to the exchange agent prior to the anticipated election deadline. Unless otherwise designated on the election form, the election deadline will be 5:00 p.m., New York time, on the second business day prior to the Effective Time. If you are a GFI Stockholder and you do not return your form of election by the election deadline or improperly complete or do not sign your form of election, you will receive cash as consideration for your shares, subject to proration if applicable. CME will publicly announce the anticipated election deadline at least five business days prior to the anticipated Effective Time. If the Effective Time is delayed to a subsequent date, the election deadline will also be delayed and CME will promptly announce any such delay and, when determined, the rescheduled election deadline.

For additional information, see "The GFI Merger Agreement Form of Election" beginning on page [] of this proxy statement/prospectus.

Q: Can a GFI Stockholder revoke or change an election after it has been submitted to the exchange agent?

A: Yes. An election may be revoked by written notice to the exchange agent received prior to the election deadline. An election may also be changed prior to the election deadline by submitting to the exchange agent a properly completed and signed revised form of election.

For additional information, see "The GFI Merger Agreement Form of Election" beginning on page [] of this proxy statement/prospectus.

Q: What are the consequences of the GFI Merger to the Special Committee?

A: Like all GFI Stockholders, members of the Special Committee will be entitled to receive the Merger Consideration. Restricted stock units outstanding in respect of GFI Common Stock, which are referred to as RSUs in this proxy statement/prospectus, held by members of the Special Committee will vest in connection with the GFI Merger and, upon vesting, such accelerated RSUs will convert into shares of GFI Common Stock and members of the Special Committee will be entitled to receive the Merger Consideration. Members of the Special Committee do not have an interest in the GFI Merger different from that of GFI Stockholders in respect of their shares of GFI Common Stock. For more information, see the section entitled "The GFI Merger Interests of GFI Directors and Executive Officers in the GFI Merger" beginning on page [] of this proxy statement/prospectus.

Q: What is the vote required to adopt the GFI Merger Agreement?

A: The adoption of the GFI Merger Agreement requires that (i) the holders of at least 66²/₃% of the shares of GFI Common Stock cast at the Special Meeting vote to adopt the GFI Merger Agreement (provided that such affirmative vote represents at least a majority of the outstanding shares of GFI Common Stock) and (ii) the holders of a majority of the outstanding shares of GFI Common Stock, excluding shares owned by (a) JPI, New JPI and each direct and indirect stockholder of IDB Buyer that beneficially owns GFI Common Stock, (b) the other stockholders of JPI and New JPI, (c) the officers and directors of GFI or (d) any other person having any equity

Table of Contents

rights in, or any right to acquire any equity rights in (x) JPI, New JPI or any of their respective affiliates (other than GFI) or subsidiaries or (y) IDB Buyer or any of its affiliates (other than GFI) or subsidiaries, which are collectively referred to as GFI Disinterested Stockholders in this proxy statement/prospectus, vote to adopt the GFI Merger Agreement.

Because the affirmative vote required to adopt the GFI Merger Agreement is based upon at least 66²/₃% of the shares of GFI Common Stock cast at the Special Meeting and a majority of outstanding shares of GFI Common Stock held by GFI Disinterested Stockholders, if you fail to submit a proxy or vote in person at the Special Meeting, or vote to abstain, or you do not provide your bank, brokerage firm or other nominee with instructions, as applicable, this will have the same effect as a vote "**AGAINST**" the GFI Merger Proposal.

See the section entitled "Information About the Special Meeting Vote Required" beginning on page [] of this proxy statement/prospectus.

Q.

What is the vote required to adopt the "Golden Parachute" Compensation Proposal?

A:

Approval, on an advisory (non-binding) basis, of the "Golden Parachute" Compensation Proposal requires the affirmative vote of the holders of a majority of the shares of GFI Common Stock either present or represented by proxy and entitled to vote at the Special Meeting.

If your shares of GFI Common Stock are present at the Special Meeting but are not voted on the proposal, or if you vote to abstain on the proposal, each will have the effect of a vote "**AGAINST**" the "Golden Parachute" Compensation Proposal. If you fail to submit a proxy or to attend the Special Meeting or if your shares of GFI Common Stock are held through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee to vote your shares of GFI Common