

CME GROUP INC.
Form 424B3
December 24, 2014

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GFI GROUP INC.
MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

December 24, 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 January 27, 2015, at 11:00 a.m. Eastern Standard Time, at Bayards, 1 Hanover Square, New York, NY 10004 (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.

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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

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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

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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

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process for making an election, you may call MacKenzie Partners, Inc., GFI's proxy solicitor, by calling toll-free at (800) 322-2885.

We urge you to read carefully and in its entirety the accompanying proxy statement/prospectus, including the annexes and the documents incorporated by reference.

On behalf of the GFI Board, thank you for your consideration and continued support.

Sincerely,

Christopher D'Antuono

General Counsel & Corporate Secretary

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE GFI MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ATTACHED PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE GFI MERGER UNDER THE ATTACHED PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ATTACHED PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The accompanying proxy statement/prospectus is dated December 24, 2014 and is first being mailed to GFI Stockholders on or about December 24, 2014.

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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 January 27, 2015, at 11:00 a.m. Eastern Standard Time, at Bayards, 1 Hanover Square, New York, NY 10004 (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**

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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

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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: December 24, 2014

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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 185 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 January 27, 2015, you must request the information no later than five business days prior to the date of the Special Meeting, by January 20, 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 December 24, 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.

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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>

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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 16 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 185 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

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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

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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 83 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 83 of this proxy statement/prospectus.

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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 121 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 121 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 108 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

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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 55 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 Stock, your shares of GFI Common Stock will not be voted, but this will not have an effect on the vote to approve, on an advisory (non-binding) basis, the "Golden Parachute" Compensation Proposal.

See the section entitled "Information About the Special Meeting Vote Required" beginning on page 55 of this proxy statement/prospectus.

Q: What is the vote required to approve the Adjournment Proposal?

A: If the chairman of the Special Meeting does not adjourn the Special Meeting, approval of the Adjournment Proposal requires the affirmative vote of the holders of a majority of shares of GFI Common Stock entitled to vote generally in the election of directors, 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 Adjournment 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 Stock, your shares of GFI Common Stock will not be voted, but this will not have an effect on a vote to approve the Adjournment Proposal.

See the section entitled "Information About the Special Meeting Vote Required" beginning on page 55 of this proxy statement/prospectus.

Q: What happens if the "Golden Parachute" Compensation Proposal is not approved?

A: Approval of the "Golden Parachute" Compensation Proposal is not a condition to completion of the GFI Merger. The vote is an advisory vote and is not binding. If the GFI Merger is completed,

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GFI may pay the "golden parachute" compensation to its named executive officers in connection with the GFI Merger even if GFI Stockholders fail to approve the "Golden Parachute" Compensation Proposal.

See the section entitled "Information About the Special Meeting Vote Required" beginning on page 55 of this proxy statement/prospectus.

Q.

Have any GFI Stockholders already agreed to adopt the GFI Merger Agreement?

A:

Yes. Concurrently with the entry into the GFI Merger Agreement, JPI, New JPI, Mr. Gooch, the executive chairman of the GFI Board, Mr. Heffron, a member of the GFI Board and GFI's chief executive officer, and Mr. Brown, a member of GFI management, as stockholders that beneficially own approximately 37.8% of the outstanding shares of GFI Common Stock as of December 2, 2014, which are referred to as the GFI Supporting Stockholders in this proxy statement/prospectus, entered into a support agreement, which is referred to as the GFI Support Agreement in this proxy statement/prospectus and attached as **Annex E** to this proxy statement/prospectus, with CME. Such stockholders agreed, among other things, to vote their respective shares of GFI Common Stock **"FOR"** the GFI Merger Proposal and against, among other things, any Takeover Proposal (as defined under the section entitled "The GFI Merger Agreement No Solicitation or Negotiation of Takeover Proposals" beginning on page 130 of this proxy statement/prospectus).

For more details of the GFI Support Agreement see the section entitled "The GFI Support Agreement" beginning on page 163 of this proxy statement/prospectus.

Q:

Why is the GFI Board seeking the adoption of the GFI Merger Agreement and the approval of the GFI Merger by GFI Disinterested Stockholders?

A:

The adoption of the GFI Merger Agreement by the affirmative vote of the holders of a majority of the outstanding shares of GFI Common Stock that are held by GFI Disinterested Stockholders is not required by either the terms of GFI's second amended and restated certificate of incorporation, which is referred to as the GFI Charter, or by the laws of the State of Delaware. GFI has decided, however, to give a majority of the GFI Disinterested Stockholders the power to determine whether the GFI Merger Agreement is acceptable. Adoption of the GFI Merger Agreement by the affirmative vote of GFI Disinterested Stockholders is a condition to completion of the GFI Merger. GFI will not consummate the GFI Merger without adoption of the GFI Merger Agreement by the requisite stockholders.

Q.

How does the GFI Board recommend that I vote at the Special Meeting?

A:

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 GFI Stockholders vote **"FOR"** the GFI Merger Proposal, **"FOR"** the "Golden Parachute" Compensation Proposal and **"FOR"** the Adjournment Proposal. See the section entitled "The GFI Merger Recommendation of the Special Committee and the GFI Board; Reasons for the GFI Merger" beginning on page 86 of this proxy statement/prospectus.

Q:

What will happen to GFI as a result of the GFI Merger?

A:

If the GFI Merger is completed, Merger Sub 1 will merge with and into GFI, with GFI continuing as the surviving corporation, which will be followed immediately by a merger of GFI as the surviving corporation with and into Merger Sub 2, with Merger Sub 2 continuing as the surviving company and a wholly-owned subsidiary of CME.

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Q: What happens if I am eligible to receive a fraction of a share of CME Class A Common Stock as part of the Merger Consideration?

A: If the aggregate number of shares of CME Class A Common Stock that you are entitled to receive as part of the Merger Consideration includes a fraction of a share of CME Class A Common Stock, you will receive cash in lieu of that fractional share. See the section entitled "The GFI Merger Agreement Fractional Shares" beginning on page 123 of this proxy statement/prospectus.

Q: What will holders of equity awards issued under GFI stock based plans receive in the GFI Merger?

A: Each RSU held by a Continuing Employee (as defined in the following sentence), which is referred to as a Continuing Employee RSU in this proxy statement/prospectus, that is outstanding immediately before the Effective Time, will be converted upon completion of the GFI Merger, at the election of CME, into (i) an equity right consisting of, based on or relating to, shares of CME Class A Common Stock, which is referred to as a CME RSU in this proxy statement/prospectus, that may be settled in CME's discretion in either cash or shares of CME Class A Common Stock, (ii) a deferred cash obligation or (iii) a mix thereof, in each case otherwise on substantially the same terms and conditions as were applicable under the Continuing Employee RSU (but taking into account any applicable changes, including any acceleration or vesting of the Continuing Employee RSU, provided for in the relevant GFI stock plan or in the related award document by reason of the GFI Merger). All references in this proxy statement/prospectus to a "Continuing Employee" means any individual who is an employee of GFI or any subsidiary of GFI before the Effective Time and who remains employed by Merger Sub 2 or any of the subsidiaries of Merger Sub 2 immediately after the closing of the IDB Transaction. Any individual who is an employee of GFI or any subsidiary of GFI before the Effective Time who is not a Continuing Employee is referred to as an IDB Employee in this proxy statement/prospectus. To the extent that Continuing Employee RSUs are converted into CME RSUs in accordance with the preceding sentence, the number of shares of CME Class A Common Stock subject to each such CME RSU will be equal to the product of (i) the number of shares of GFI Common Stock subject to the Continuing Employee RSU multiplied by (ii) the Exchange Ratio, rounded down to the nearest whole share of CME Class A Common Stock.

RSUs held by non-employee directors of GFI will vest in connection with the GFI Merger and, upon vesting, such accelerated RSUs will convert into shares of GFI Common Stock and non-employee directors of GFI will be entitled to receive the Merger Consideration.

With respect to RSUs held by any persons other than a Continuing Employee or a non-employee director of GFI described above, each such RSU will be converted into an obligation of IDB Buyer. Such RSUs will generally be converted into a deferred cash obligation having substantially similar terms as the RSUs awards, and RSUs held by certain key IDB Employees will be converted into a combination of deferred cash awards and restricted equity awards and will be negotiated on an individual-by-individual basis. Each such RSU that is converted into either a deferred cash obligation or a deferred cash and restricted equity obligation will have the amount of the deferred cash or deferred cash and restricted equity subject to the award, as applicable, determined based on the number of shares of GFI Common Stock subject to each RSU prior to the Effective Time and the Merger Consideration. Each stock option in respect of GFI Common Stock (if any) outstanding immediately before the Effective Time, which is referred to as a GFI Option in this proxy statement/prospectus, will be canceled as of the completion of the GFI Merger for no consideration.

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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 83 of this proxy statement/prospectus.

Q: What equity stake will GFI Stockholders hold in CME immediately following the GFI Merger?

A: Based on the number of shares of GFI Common Stock outstanding and issuable pursuant to the vesting of RSUs prior to the date the GFI Merger is expected to be completed and assuming the entire available cash consideration amount of \$89 million is paid as part of the aggregate Merger Consideration, CME expects to issue approximately 6.89 million shares of CME Class A Common Stock to GFI Stockholders pursuant to the GFI Merger and the JPI Merger and reserve for issuance approximately 6,800 additional shares of CME Class A Common Stock in connection with the conversion or settlement of outstanding Continuing Employee RSUs. The actual number of shares of CME Class A Common Stock to be issued and reserved for issuance pursuant to the GFI Merger will be determined at completion of the GFI Merger based on the cash, stock and no election amounts, the Exchange Ratio and the number of shares of GFI Common Stock and Continuing Employee RSUs outstanding at that time. Based on the number of shares of GFI Common Stock outstanding and issuable pursuant to the vesting of RSUs prior to the date the GFI Merger is expected to be completed and assuming the entire available cash consideration amount of \$89 million is paid as part of the aggregate Merger Consideration, and based on the number of shares of CME Class A Common Stock outstanding as of October 31, 2014, it is expected that, immediately after completion of the GFI Merger, former GFI Stockholders (including stockholders of JPI) will own approximately 2.05% of the outstanding shares of CME Class A Common Stock.

Q: When do you expect the GFI Merger to be completed?

A: Subject to the satisfaction or waiver of the closing conditions described under the section entitled "The GFI Merger Agreement Conditions to Completion of the GFI Merger" beginning on page 139 of this proxy statement/prospectus, including the adoption of the GFI Merger Agreement by GFI Stockholders at the Special Meeting, GFI and CME anticipate that the GFI Merger will be completed in early 2015. However, it is possible that factors outside the control of both companies could result in the GFI Merger being completed at a different time or not at all.

Q: Will GFI be required to submit the proposal to approve the GFI Merger Agreement to its stockholders even if the GFI Board has withdrawn, modified or qualified its recommendation?

A: Yes. Unless the GFI Merger Agreement is terminated before the Special Meeting, GFI is required to submit the GFI Merger Proposal to its stockholders even if the GFI Board has withdrawn, modified or qualified its recommendation.

Q: What are the United States federal income tax consequences of the GFI Merger to GFI Stockholders?

A: It is a condition to the GFI Merger that both CME and GFI receive legal opinions from their respective legal counsel to the effect that for United States federal income tax purposes the GFI Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. Provided that the GFI Merger qualifies as a "reorganization" within the meaning of Section 368(a) of the Code, a GFI Stockholder will not recognize gain or loss for United States federal income tax purposes as a result of such stockholder's shares of GFI Common Stock being exchanged in the GFI Merger solely for shares of CME Class A Common Stock, except with respect to the receipt of cash in lieu of a fractional share of CME Class A Common Stock. A GFI Stockholder who exchanges such stockholder's shares of GFI Common Stock solely for cash in the GFI Merger will recognize gain or loss. A GFI Stockholder who exchanges such stockholder's shares of GFI Common Stock for a

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combination of CME Class A Common Stock and cash will recognize gain, but not loss. Such stockholder's taxable gain in that case will not exceed the cash the stockholder receives in the GFI Merger. See the section entitled "The GFI Merger United States Federal Income Tax Consequences of the GFI Merger" beginning on page 112 of this proxy statement/prospectus for a more complete description of the United States federal income tax consequences of the GFI Merger.

Q: Who can vote at the Special Meeting?

A: All holders of record of GFI Common Stock as of the close of business on December 1, 2014, the record date for the Special Meeting, which is referred to as the Record Date in this proxy statement/prospectus, are entitled to receive notice of, and to vote at, the Special Meeting. Each holder of GFI Common Stock is entitled to cast one vote on each matter properly brought before the Special Meeting for each share of GFI Common Stock that such holder owned of record as of the Record Date. As of the close of business on the Record Date, there were 127,487,691 outstanding shares of GFI Common Stock.

Q: When and where is the Special Meeting?

A: The Special Meeting will be held on January 27, 2015, at 11:00 a.m. Eastern Standard Time, at Bayards, 1 Hanover Square, New York, NY 10004. 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. For additional information about the Special Meeting, see the section entitled "Information About the Special Meeting" beginning on page 54 of this proxy statement/prospectus.

Q: How will I receive the Merger Consideration to which I am entitled?

A: After receiving the proper documentation from you, following the Effective Time, the exchange agent will forward to you, based on your election, CME Class A Common Stock and/or cash, subject to proration described herein, to which you are entitled. More information on the documentation you are required to deliver to the exchange agent may be found under the caption "The GFI Merger Agreement Exchange and Payment Procedures" beginning on page 122 of this proxy statement/prospectus.

Q: Will my shares of CME Class A Common Stock acquired in the GFI Merger receive a dividend?

A: After the closing of the GFI Merger, if you are a holder of CME Class A Common Stock, you will receive the same dividends on shares of CME Class A Common Stock that all other holders of shares of CME Class A Common Stock will receive with any dividend record date that occurs after the GFI Merger is completed.

No dividends or other distributions with respect to shares of CME Class A Common Stock issued in the GFI Merger will be paid to the holder of any unsurrendered share certificate until such certificate is surrendered. Following such surrender, the record holder of the shares of CME Class A Common Stock will be paid (i) at the time of such surrender, all dividends and other distributions payable in respect of such shares of CME Class A Common Stock with a record date after the Effective Time and a payment date on or prior to the date of such surrender and not previously paid and (ii) at the appropriate payment date, the dividends or other distributions payable with respect to such shares of CME Class A Common Stock with a record date after the Effective Time but with a payment date subsequent to such surrender. All shares of CME Class A Common Stock to be issued pursuant to the GFI Merger will be entitled to dividends as if issued

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and outstanding as of the Effective Time. CME most recently declared a quarterly dividend on November 5, 2014, in an amount equal to \$0.47 per share of CME Class A Common Stock, payable on December 26, 2014 to holders of shares of CME Class A Common Stock as of the record date of December 10, 2014. CME most recently declared a special dividend on December 10, 2014, in an amount equal to \$2.00 per share of CME Class A Common Stock payable on January 13, 2015 to holders of shares of CME Class A Common Stock as of the record date of December 29, 2014.

All future CME dividends will remain subject to approval by the board of directors of CME, which is referred to as the CME Board in this proxy statement/prospectus.

Q: What am I being asked to vote on at the Special Meeting?

A: You are being asked to consider and vote on the following proposals:

the adoption of the GFI Merger Agreement;

the approval by non-binding, advisory vote, of the "Golden Parachute" Compensation Proposal; and

the approval of the Adjournment Proposal.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares of GFI Common Stock are registered directly in your name with the transfer agent of GFI, Broadridge Corporate Issuer Solutions, Inc., you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to vote or to grant a proxy for your vote directly to GFI or to a third party to vote at the Special Meeting.

If your shares are held by a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares held in "street name," and your bank, brokerage firm or other nominee is considered the stockholder of record with respect to those shares. Your bank, brokerage firm or other nominee will send you, as the beneficial owner, a package describing the procedure for voting your shares. You should follow the instructions provided by them to vote your shares. You are invited to attend the Special Meeting; however, you may not vote these shares in person at the Special Meeting unless you obtain a "legal proxy" from your bank, brokerage firm or other nominee that holds your shares, giving you the right to vote the shares at the Special Meeting.

Q: If my shares of GFI Common Stock are held in "street name" by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee automatically vote those shares or make an election for me?

A: Your bank, brokerage firm or other nominee will only be permitted to vote your shares of GFI Common Stock if you instruct your bank, brokerage firm or other nominee how to vote. You should follow the procedures provided by your bank, brokerage firm or other nominee regarding the voting of your shares of GFI Common Stock. In accordance with the rules of the NYSE, banks, brokerage firms and other nominees who hold shares of GFI Common Stock in street name for their customers have authority to vote on "routine" proposals when they have not received instructions from beneficial owners. However, banks, brokerage firms and other nominees are precluded from exercising their voting discretion with respect to non-routine matters, such as the adoption of the GFI Merger Agreement, the approval by non-binding, advisory vote, of the "Golden Parachute" Compensation Proposal and the approval of the Adjournment Proposal. As a result, absent specific instructions from the beneficial owner of such shares, banks, brokerage firms and other nominees are not empowered to vote such shares or make an election. The effect of not instructing your broker how you wish your shares to be voted will be the same as a vote "AGAINST" the GFI Merger Proposal, and will not have an effect on the approval by non-binding,

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advisory vote, of the "Golden Parachute" Compensation Proposal or the approval of the Adjournment Proposal.

If you are a beneficial owner of shares of GFI Common Stock as of a specified date selected by CME, you will receive a form of election from your bank, brokerage firm or other nominee. You should follow your broker's or bank's instructions for making an election with respect to your shares of GFI Common Stock. If 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. Your bank, brokerage firm or other nominee will not make an election for you.

Q: What constitutes a quorum for the Special Meeting?

A: The presence, in person or represented by proxy, of holders of a majority of the voting power of the outstanding shares of capital stock of GFI entitled to vote generally in the election of directors constitutes a quorum for the purposes of the Special Meeting. A quorum is necessary to transact business at the Special Meeting. The third amended and restated bylaws of GFI, which is referred to as the GFI Bylaws in this proxy statement/prospectus, provide that the chairman of the meeting or a majority of the voting power of the outstanding shares of capital stock of GFI entitled to vote generally in the election of directors, either present or represented by proxy at the Special Meeting, may adjourn such meeting from time to time, whether or not there is such a quorum. Once a share of GFI Common Stock is represented at the Special Meeting, it will be counted for the purpose of determining a quorum at the Special Meeting and any adjournment of the Special Meeting.

Q: How can I change or revoke my vote?

A: You have the right to revoke a proxy, whether delivered over the Internet, by telephone or by mail, at any time before it is exercised, by voting again at a later date through any of the methods available to you, by attending the Special Meeting and voting in person, or by giving written notice of revocation to GFI prior to the time the Special Meeting begins. Written notice of revocation should be mailed to: Investor Relations, GFI Group, Inc., 55 Water Street, New York, NY 10041.

Q: If a stockholder gives a proxy, how are the shares of GFI Common Stock voted?

A: Regardless of the method you choose to vote, the individuals named on the enclosed proxy card will vote your shares of GFI Common Stock in the way that you indicate. When completing the Internet or telephone processes or the proxy card, you may specify whether your shares of GFI Common Stock should be voted "**FOR**" or "**AGAINST**" or to "**ABSTAIN**" from voting on all, some or none of the specific items of business to come before the Special Meeting.

If you properly sign your proxy card but do not mark the boxes showing how your shares should be voted on a matter, the shares represented by your properly signed proxy will be voted "**FOR**" the GFI Merger Proposal, "**FOR**" the "Golden Parachute" Compensation Proposal and "**FOR**" the Adjournment Proposal.

Q: What should I do if I receive more than one set of voting materials?

A: If you hold shares of GFI Common Stock in "street name" and also directly as a record holder or otherwise or if you hold shares of GFI Common Stock in more than one brokerage account, you may receive more than one set of voting materials relating to the Special Meeting. Please complete, sign, date and return each proxy card (or cast your vote by telephone or Internet as provided on your proxy card) or otherwise follow the voting instructions provided in this proxy statement/prospectus in order to ensure that all of your shares of GFI Common Stock are voted. If you hold your shares in "street name" through a bank, brokerage firm or other nominee, you

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should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares or make an election.

Q: What happens if I sell my shares of GFI Common Stock before the Special Meeting?

A: The Record Date is earlier than both the date of the Special Meeting and the Effective Time. If you transfer your shares of GFI Common Stock after the Record Date but before the Special Meeting, you will, unless the transferee requests a proxy from you, retain your right to vote at the Special Meeting but will transfer the right to receive the Merger Consideration to the person to whom you transfer your shares. In order to receive the Merger Consideration, you must hold your shares at the Effective Time.

Q: Who will solicit and pay the cost of soliciting proxies?

A: GFI has engaged MacKenzie Partners, Inc., which is referred to as MacKenzie Partners in this proxy statement/prospectus, to assist in the solicitation of proxies for the Special Meeting. GFI estimates that it will pay MacKenzie Partners a fee of approximately \$15,000. GFI has agreed to reimburse MacKenzie Partners for certain out-of-pocket fees and expenses and also will indemnify MacKenzie Partners against certain losses, claims, damages, liabilities or expenses. GFI also may reimburse banks, brokerage firms, other nominees or their respective agents for their expenses in forwarding proxy materials to beneficial owners of GFI Common Stock. GFI's directors, officers and employees also may solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies.

Q: What do I need to do now?

A: Even if you plan to attend the Special Meeting in person, after carefully reading and considering the information contained in this proxy statement/prospectus, please vote promptly to ensure that your shares are represented at the Special Meeting. If you hold your shares of GFI Common Stock in your own name as the stockholder of record, you may submit a proxy to have your shares of GFI Common Stock voted at the Special Meeting in one of three ways:

by telephone or over the Internet, by accessing the telephone number or Internet website specified on the enclosed proxy card. The control number provided on your proxy card is designed to verify your identity when voting by telephone or by Internet. Proxies delivered over the Internet or by telephone must be submitted by 11:59 p.m. Eastern Standard Time on January 26, 2015. Please be aware that if you vote by telephone or over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible;

by completing, signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope; or

in person you may attend the Special Meeting and cast your vote there.

If you decide to attend the Special Meeting and vote in person, your vote by ballot will revoke any proxy previously submitted. If you are a beneficial owner, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Please note that if you are a beneficial owner and wish to vote in person at the Special Meeting, you must obtain a legal proxy from your bank, brokerage firm or other nominee.

Q: Should I send in my share certificates now?

A: **No, please do NOT return your share certificate(s) with your proxy.** If the GFI Merger Agreement is adopted by GFI Stockholders and the GFI Merger is completed, and you hold physical share certificates, you will be sent a letter of transmittal as promptly as reasonably practicable after the completion of the GFI Merger describing how you may exchange your shares of GFI Common Stock for the Merger Consideration. If your shares of GFI Common Stock are held in "street name" through a bank, brokerage firm or other nominee, you will receive instructions from your

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bank, brokerage firm or other nominee as to how to effect the surrender of your "street name" shares of GFI Common Stock in exchange for the Merger Consideration.

Q: Where can I find the voting results of the Special Meeting?

A: The preliminary voting results will be announced at the Special Meeting. In addition, within four business days following certification of the final voting results, GFI intends to file the final voting results with the SEC on a Current Report on Form 8-K.

Q: Am I entitled to exercise appraisal rights instead of receiving the Merger Consideration for my shares of GFI Common Stock?

A: No. GFI Stockholders are not entitled to fair value or appraisal, dissenters' or similar rights under the GFI Merger Agreement.

Q: Are there any risks that I should consider in deciding whether to vote for the adoption of the GFI Merger Agreement?

A: Yes. You should read and carefully consider the risk factors set forth in the section entitled "Risk Factors" beginning on page 46 of this proxy statement/prospectus. You also should read and carefully consider the risk factors of CME and GFI contained in the documents that are incorporated by reference into this proxy statement/prospectus. See the section entitled "Where You Can Find More Information" beginning on page 185 of this proxy statement/prospectus.

Q: How will the BGC Proposal and the BGC Offer affect the GFI Merger?

A: On September 9, 2014, BGC Partners, Inc., which is referred to as BGC in this proxy statement/prospectus, publicly announced a plan to commence a tender offer for 100% of the outstanding shares of GFI Common Stock at \$5.25 per share in cash, which is referred to as the BGC Proposal in this proxy statement/prospectus. On September 11, 2014, the GFI Board (with Mr. Gooch abstaining and Mr. Heffron not present), upon the unanimous recommendation of the Special Committee, which was determined in good faith after consultation with its outside legal counsel and independent financial advisor, determined that the BGC Proposal could reasonably be expected to lead to a Superior Proposal (as defined under the section entitled "The GFI Merger Agreement No Solicitation or Negotiation of Takeover Proposals" beginning on page 130 of this proxy statement/prospectus). The GFI Board was required to make this determination because, under the terms of the GFI Merger Agreement, the GFI Board must first determine in good faith that the BGC Proposal could reasonably be expected to lead to a Superior Proposal before GFI is permitted to participate in any discussions or negotiations with BGC or its representatives regarding the BGC Proposal or, subject to the execution of a confidentiality agreement, furnish information regarding GFI or any of its subsidiaries to BGC or its representatives.

On October 22, 2014, BGC Partners, L.P., a Delaware limited partnership and an operating subsidiary of BGC, which is referred to as BGC Purchaser in this proxy statement/prospectus, commenced an unsolicited tender offer, which offer, as amended through the date hereof, is referred to as the BGC Offer in this proxy statement/prospectus, to purchase all outstanding shares of GFI Common Stock for \$5.25 per share in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 22, 2014 and the accompanying Letter of Transmittal included as exhibits to the Tender Offer Statement on Schedule TO filed with the SEC by BGC Purchaser and BGC, which, as amended through the date hereof, is referred to as the Schedule TO in this proxy statement/prospectus. The BGC Offer was initially scheduled to expire at 12:00 midnight, New York City time, at the end of the day on November 19, 2014, unless extended. On November 4, 2014, GFI filed with the SEC a solicitation/recommendation statement on Schedule 14D-9 setting forth the Special Committee's and the GFI Board's respective recommendations that GFI Stockholders reject the BGC Offer and not tender their shares of GFI

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Common Stock pursuant to the BGC Offer, as well as the reaffirmation of their respective recommendations in support of the GFI Merger Agreement.

On November 6, 2014, BGC issued a press release responding to GFI's solicitation/recommendation statement and reaffirming its commitment to completing the BGC Offer.

On November 12, 2014, BGC and BGC Purchaser filed Amendment No. 1 to the Schedule TO, which narrowed several of the conditions to the BGC Offer.

On November 19, 2014, BGC and BGC Purchaser filed Amendment No. 2 to the Schedule TO regarding, among others, the receipt of approval from the United Kingdom Financial Conduct Authority for BGC's consummation of the BGC Offer.

On November 20, 2014, BGC Purchaser extended the BGC Offer until 5:00 p.m., New York City time, on December 9, 2014, unless further extended. No other terms or conditions of the BGC Offer were amended. On November 28, 2014, GFI filed with the SEC Amendment No. 2 to Schedule 14D-9 informing GFI Stockholders that, as of the date thereof, discussions regarding the terms and conditions of the BGC Offer were ongoing between the Special Committee's advisors and BGC's advisors, including negotiations regarding the terms of an agreement relating to the BGC Offer.

On December 9, 2014, BGC issued a press release announcing the extension of the BGC Offer until 5:00 p.m., New York City time, on January 6, 2015, unless further extended, and the satisfaction of the regulatory closing condition under the BGC Offer. On December 10, 2014, BGC and BGC Purchaser filed Amendment No. 4 to the Schedule TO, extending the BGC Offer and lowering the minimum tender condition under the BGC Offer to 45% of the outstanding shares of GFI Common Stock. On December 11, 2014, Shaun D. Lynn, President of BGC, sent a letter to the GFI Board and the Special Committee notifying them of BGC's revised proposal to purchase all outstanding shares of GFI Common Stock for \$5.45 per share in cash, which is referred to as the Revised BGC Proposal in this proxy statement/prospectus. On December 19, 2014, BGC and BGC Purchaser filed Amendment No. 5 to the Schedule TO to reflect the revised proposal to purchase all outstanding shares of GFI Common Stock for \$5.45 per share in cash.

On December 23, 2014, the GFI Board (with Messrs. Gooch and Heffron abstaining), upon the unanimous recommendation of the Special Committee, which was determined in good faith after consultation with its outside legal counsel and independent financial advisor, determined that the Revised BGC Proposal could reasonably be expected to lead to a Superior Proposal (as defined under the section entitled "The GFI Merger Agreement No Solicitation or Negotiation of Takeover Proposals" beginning on page 130 of this proxy statement/prospectus).

The GFI Board unanimously recommends that GFI Stockholders adopt the GFI Merger Agreement and approve the Merger.

GFI Stockholders are not being asked to vote on or take any action with respect to the BGC Offer at the Special Meeting.

Q:

What are the conditions to completion of the GFI Merger?

A:

In addition to the approval of the GFI Merger by GFI Stockholders as described above, completion of the GFI Merger is subject to the satisfaction of a number of other conditions, including (i) the shares of CME Class A Common Stock to be issued in the GFI Merger being approved for listing on NASDAQ, (ii) the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to as the HSR Act in this proxy statement/prospectus, (iii) receipt of other specified regulatory approvals and the provision of notices to certain third parties, (iv) the absence of any law or order that is in effect and restrains, enjoins or otherwise prohibits the GFI Merger and the GFI Subsequent Merger, which are referred to, together, as the GFI Combination in this proxy statement/prospectus, (v) the completion of a pre-closing reorganization of GFI, which is referred to as the GFI Pre-Closing Reorganization in this proxy statement/prospectus, and (vi) the

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satisfaction or waiver of the conditions to the closing of the transactions contemplated under (a) the JPI Merger Agreement and the JPI Merger and (b) the IDB Purchase Agreement and the IDB Transaction. For a more complete summary of the conditions that must be satisfied or waived prior to completion of the GFI Merger, see the section entitled "The GFI Merger Agreement Conditions to Completion of the GFI Merger" beginning on page 139 of this proxy statement/prospectus.

Q. What are the JPI Merger and the IDB Transaction and how do they relate to the GFI Merger?

A: The closing of the GFI Merger is subject to and dependent upon, the closing of the JPI Merger and the IDB Transaction. Immediately prior to the closing of the GFI Combination, following a reorganization of JPI pursuant to which New JPI will become the record and beneficial owner of all of the shares of GFI Common Stock beneficially owned by JPI, New JPI will become a wholly-owned subsidiary of CME pursuant to the JPI Merger Agreement. At the effective time of the JPI Merger, each share of common stock of New JPI, which is referred to as New JPI Common Stock in this proxy statement/prospectus, issued (other than shares of New JPI Common Stock owned by New JPI) will be converted into the right to receive a fraction of a share of CME Class A Common Stock on the same basis as 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. The JPI Merger Agreement contains termination rights for both CME and New JPI, including the right to terminate if either the GFI Merger Agreement or the IDB Purchase Agreement is terminated in accordance with its terms. The IDB Purchase Agreement provides for IDB Buyer to purchase from Merger Sub 2, and Merger Sub 2 to 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, which are collectively referred to as the IDB Subsidiaries in this proxy statement/prospectus, will own and operate GFI's interdealer brokerage business, which is referred to as the IDB Business in this proxy statement/prospectus. The IDB Purchase Agreement contains certain termination rights for both IDB Buyer and Merger Sub 2, including if either the GFI Merger Agreement or the JPI Merger Agreement is terminated in accordance with its terms. For a more complete summary of the JPI Merger Agreement and the IDB Purchase Agreement, see the sections entitled "JPI Merger Agreement" and "IDB Purchase Agreement" beginning on pages 143 and 147, respectively, of this proxy statement/prospectus.

Q: What happens if the GFI Merger is not completed?

A: If the GFI Merger Agreement is not adopted by GFI Stockholders or if the GFI Merger is not completed for any other reason, GFI Stockholders will not receive any consideration for their shares of GFI Common Stock. Instead, GFI will remain an independent public company, GFI Common Stock will continue to be listed and traded on the NYSE and registered under the Exchange Act and GFI will continue to file periodic reports with the SEC. Under specified circumstances, GFI may be required to pay CME a termination fee or may be required to reimburse CME up to \$10 million in expenses. See the section entitled "The GFI Merger Agreement Termination of the GFI Merger Agreement Termination Fee" beginning on page 142 of this proxy statement/prospectus.

Q: Who can help answer any other questions I have?

A: If you have additional questions about the GFI Merger, need assistance in submitting your proxy or voting your shares of GFI Common Stock, or need additional copies of this proxy statement/prospectus or the enclosed proxy card, or if you have questions about the process for making an election, please contact MacKenzie Partners, GFI's proxy solicitor, by calling toll-free at (800) 322-2885.

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SUMMARY

The following summary highlights selected information in this proxy statement/prospectus and may not contain all the information that may be important to you as a GFI Stockholder. Accordingly, we encourage you to read carefully this entire proxy statement/prospectus, its annexes and the documents referred to in this proxy statement/prospectus. Each item in this summary includes a page reference directing you to a more complete description of that topic. 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 185 of this proxy statement/prospectus.

The Companies (Page 58)

GFI Group Inc.

GFI, a Delaware corporation, is a leading intermediary and provider of trading technologies and support services to the global over-the-counter and listed markets. GFI was founded in 1987 and was incorporated under the laws of the State of Delaware in 2001 to be a holding company for its subsidiaries. GFI provides brokerage and trade execution services, clearing services, market data and trading platform and other software products to institutional customers in markets for a range of fixed income, financial, equity and commodity instruments. GFI provides execution services for its institutional wholesale customers by either matching their trading needs with counterparties having reciprocal interests or directing their orders to an exchange or other trading venue.

GFI Common Stock is listed on the NYSE under the symbol "GFIG." GFI's principal executive offices are located at 55 Water Street, New York, New York 10041, its telephone number is (212)-968-4100 and its website is www.gfigroup.com.

CME Group Inc.

CME, through its futures exchanges and clearing houses, serves the risk management and investment needs of customers around the globe.

CME offers the widest range of global benchmark products across all major asset classes, based on interest rates, equity indexes, foreign exchange, energy, agricultural commodities, metals, weather and real estate. CME's products include both exchange-traded and over-the-counter derivatives. CME brings buyers and sellers together through its CME Globex electronic trading platform across the globe and its open outcry trading facilities in Chicago and New York City, and provides hosting, connectivity and customer support for electronic trading through its co-location services. CME Direct technology offers side-by-side trading of exchange-listed and over-the-counter markets. CME also provides clearing and settlement services for exchange-traded contracts, as well as for cleared over-the-counter derivatives transactions, and provides regulatory reporting solutions for market participants through its global repository services in the United States and the United Kingdom. CME offers a wide range of market data services including live quotes, delayed quotes, market reports and a comprehensive historical data service and continues to expand into the index services business.

CME Class A Common Stock is traded on NASDAQ under the symbol "CME." CME's principal executive offices are located at 20 South Wacker Drive, Chicago, Illinois 60606, its telephone number is (312)-930-1000 and its website is www.cmegroup.com.

Commodore Acquisition Corp.

Commodore Acquisition Corp., referred to as Merger Sub 1 in this proxy statement/prospectus, a Delaware corporation and a wholly-owned subsidiary of CME, was formed solely for the purpose of facilitating the GFI Merger. Merger Sub 1 has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the

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transactions contemplated by the GFI Merger Agreement. By operation of the GFI Merger, Merger Sub 1 will be merged with and into GFI, with GFI continuing as the surviving corporation in the GFI Merger and a wholly-owned subsidiary of CME.

Commodore Acquisition LLC

Commodore Acquisition LLC, referred to as Merger Sub 2 in this proxy statement/prospectus, a Delaware limited liability company and a wholly-owned subsidiary of CME, was formed solely for the purpose of facilitating the GFI Merger. Merger Sub 2 has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the GFI Merger Agreement. By operation of the GFI Merger, GFI as the surviving corporation will be merged with and into Merger Sub 2, with Merger Sub 2 continuing as the surviving company in the GFI Subsequent Merger and a wholly-owned subsidiary of CME.

The GFI Merger

The terms and conditions of the GFI Merger are contained in the GFI Merger Agreement, a copy of which is attached as **Annex A** to this proxy statement/prospectus. We encourage you to read the GFI Merger Agreement carefully and in its entirety, as it is the legal document that governs the GFI Merger.

If the GFI Merger is completed, Merger Sub 1 will merge with and into GFI, with GFI continuing as the surviving corporation, which will be followed immediately by a merger of GFI as the surviving corporation with and into Merger Sub 2, with Merger Sub 2 continuing as the surviving company and a wholly-owned subsidiary of CME. Following the closing date of the GFI Merger, GFI Common Stock will be delisted from the NYSE, deregistered under the Exchange Act and cease to be publicly traded.

Effect of the GFI Merger; Consideration to be Received in the GFI Merger; Treatment of RSUs and Stock Options (Page 83)

As a result of the GFI Merger, each GFI Stockholder will have the right, with respect to each share of GFI Common Stock held, to elect to receive the Merger Consideration consisting of either cash, subject to proration as described herein, or shares of CME Class A Common Stock. The value of the Merger Consideration consisting of shares of CME Class A Common Stock will fluctuate with the market price of CME Class A Common Stock based on the Average Closing CME Stock Price. Whether a GFI Stockholder makes a cash election or a stock election, the value of the consideration that such GFI Stockholder will be entitled to receive as of the date of completion of the GFI Merger is expected to be similar, although the value may not be identical because the amount of the stock consideration will be based on the Average Closing CME Stock Price, which may be different from the market price of the CME Class A Common Stock as of the date of completion of the GFI Merger.

GFI Stockholders may specify different elections with respect to different shares held by them. For example, if a GFI Stockholder has 100 shares, the stockholder could make a cash election with respect to 50 shares and a stock election with respect to the other 50 shares. 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. Procedures for making your election and returning the form of election are described more fully in the section entitled "The GFI Merger Agreement Form of Election" beginning on page 121 of this proxy statement/prospectus.

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Cash Election

The GFI Merger Agreement provides that each GFI Stockholder who makes a valid cash election will have the right to receive, in exchange for each share of GFI Common Stock for which a valid cash election is made, an amount in cash equal to \$5.25 per share (without interest), subject to proration as described herein.

Stock Election

The GFI Merger Agreement provides that each GFI Stockholder will have the right to receive, in exchange for each share of GFI Common Stock for which a valid stock election is made, a number of shares of CME Class A Common Stock equal \$5.25 divided by the Average Closing CME Stock Price. We sometimes refer to the number of shares of CME Class A Common Stock received per share of GFI Common Stock for which a valid stock election is made as the "Per Share Stock Consideration."

No Election

If you are a GFI Stockholder and you do not make an election to receive cash or CME Class A Common Stock in the GFI Merger, your elections are not received by the exchange agent by the election deadline, or your forms of election are improperly completed and/or are not signed, you will be deemed not to have made an election. GFI Stockholders not making an election will have the right to receive \$5.25 (without interest) in exchange for each share of GFI Common Stock, subject to proration as described herein.

Proration Adjustment if Cash Consideration is Oversubscribed

The maximum available cash component of the total consideration to be paid by CME in the GFI Merger is \$89 million. If the aggregate amount of cash payable by CME to GFI Stockholders who have made valid cash elections or no elections is greater than \$89 million, CME has the option, in its sole discretion, to increase the maximum available cash component, subject to certain limitations. Since, regardless of the number of shares of GFI Common Stock for which cash elections or no elections have been made, the maximum aggregate amount of cash consideration to be paid in the GFI Merger is \$89 million (or such other greater amount at CME's sole discretion in the event that the cash election is oversubscribed, subject to certain limitations), only a certain number of shares of GFI Common Stock can, without proration, be converted into the right to receive cash. As a result, if the aggregate amount of cash payable by CME to GFI Stockholders who have made valid cash elections or no elections is greater than \$89 million and CME does not exercise its option to increase the maximum available cash component, or if CME does not exercise its option to increase the maximum available cash component to an amount equal to the aggregate amount payable to GFI Stockholders who have made valid cash elections or no elections, then:

Each share of GFI Common Stock for which a valid stock election was made will receive the Per Share Stock Consideration;
and

Each share of GFI Common Stock for which a valid cash election or no election was made will receive (i) cash equal to the product of (a) \$5.25 (without interest) multiplied by (b) the quotient found by dividing the maximum available cash component of \$89 million (as increased by CME, if applicable) by the aggregate amount of cash consideration payable by CME to GFI Stockholders who have made valid cash elections or no elections (such quotient being the "Cash Fraction") and (ii) a number of shares of CME Class A Common Stock equal to the product of (x) the Per Share Stock Consideration multiplied by (y) one minus the Cash Fraction.

No fractional shares of CME Class A Common Stock will be issued in the GFI Merger. Instead, cash will be paid for any fractional shares of CME Class A Common Stock to which GFI Stockholders

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would otherwise be entitled to receive under the GFI Merger Agreement. In addition, 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 the Issuance Cap, 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.

With respect to Continuing Employee RSUs, not later than five business days prior to the closing date of the GFI Merger, GFI will take all actions necessary to provide that each such RSU (a) shall cease, at the Effective Time, to represent an equity right with respect to shares of GFI Common Stock and (b) as directed by CME not less than ten business days prior to the closing date of the GFI Merger, will be converted at the Effective Time, without any action on the part of the holder of the Continuing Employee RSU into either (i) a CME RSU that may be settled in CME's discretion in either cash or shares of CME Class A Common Stock, (ii) a deferred cash obligation or (iii) a mix thereof, in each case otherwise on substantially the same terms and conditions as were applicable under the Continuing Employee RSU (but taking into account any changes thereto, including any acceleration or vesting of a Continuing Employee RSU, provided for in the relevant GFI stock plan or in the related award document by reason of the GFI Merger). To the extent the Continuing Employee RSUs are converted into CME RSUs with respect to CME Class A Common Stock in accordance with the preceding sentence, the number of shares of CME Class A Common Stock subject to such CME RSU will be equal to the product of (i) the number of shares of GFI Common Stock subject to the Continuing Employee RSU multiplied by (ii) the Exchange Ratio, rounded down to the nearest whole share of CME Class A Common Stock.

RSUs held by non-employee directors of GFI will vest in connection with the GFI Merger and, upon vesting, such accelerated RSUs will convert into shares of GFI Common Stock and non-employee directors of GFI will be entitled to receive the Merger Consideration.

With respect to RSUs held by any persons other than a Continuing Employee or a non-employee director of GFI described above, each such RSU will be converted into an obligation of IDB Buyer. Such RSUs will generally be converted into a deferred cash obligation having substantially similar terms as the RSUs awards, and RSUs held by certain key IDB Employees will be converted into a combination of deferred cash awards and restricted equity awards and will be negotiated on an individual-by-individual basis. Each such RSU that is converted into either a deferred cash obligation or a deferred cash and restricted equity obligation will have the amount of the deferred cash or deferred cash and restricted equity subject to the award, as applicable, determined based on the number of shares of GFI Common Stock subject to each RSU prior to the Effective Time and the Merger Consideration. Each GFI Option will be canceled as of the completion of the GFI Merger for no consideration.

Risk Factors (Page 46)

The GFI Merger poses a number of risks to GFI and CME and their respective stockholders. In addition, both GFI and CME are subject to various risks associated with their businesses and industry generally. These risks are discussed in detail under the section entitled "Risk Factors" beginning on page 46 of this proxy statement/prospectus.

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GFI Stockholders Entitled to Vote; Vote Required (Page 55)

The adoption of the GFI Merger Agreement requires the affirmative vote of (i) at least 66²/₃% of the shares of GFI Common Stock cast at the Special Meeting, 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 that are held by GFI Disinterested Stockholders. Votes to abstain will not be counted as votes cast in favor of the adoption of the GFI Merger Agreement but will count for the purpose of determining whether a quorum is present. **If you fail to submit a proxy or to vote in person at the Special Meeting or if you vote to abstain, each will have the same effect as a vote "AGAINST" the GFI Merger Proposal.**

The proposal to approve, by non-binding, advisory vote, 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. For purposes of the "Golden Parachute" Compensation Proposal, if your shares of GFI Common Stock are present at the Special Meeting but are not voted on this proposal, or if you have given a proxy and abstained on this proposal, as applicable, this 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 Stock, your shares of GFI Common Stock will not be voted, but this will not have an effect on the vote to approve, on an advisory (non-binding) basis, the "Golden Parachute" Compensation Proposal.

If the chairman of the Special Meeting does not adjourn the Special Meeting, an adjournment 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, requires the affirmative vote of a majority of the voting power of the outstanding shares of capital stock of GFI entitled to vote generally in the election of directors, either present or represented by proxy at the Special Meeting. If your shares of GFI Common Stock are present at the Special Meeting but are not voted on the Adjournment Proposal, or if you have given a proxy and abstained on this proposal, as applicable, this will have the effect of a vote **"AGAINST"** the Adjournment 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 Stock, your shares of GFI Common Stock will not be voted, but this will not have an effect on a vote to approve the Adjournment Proposal.

As of the Record Date, the directors and executive officers of GFI beneficially owned and were entitled to vote, in the aggregate, 49,420,882 shares of GFI Common Stock, representing approximately 38.8% of the outstanding shares of GFI Common Stock as of the close of business on the Record Date. The directors and executive officers of GFI have informed GFI that they currently intend to vote all such shares of GFI Common Stock **"FOR"** the GFI Merger Proposal. In addition, the GFI Supporting Stockholders entered into the GFI Support Agreement, which is attached as **Annex E** to this proxy statement/prospectus. Pursuant to the GFI Support Agreement, the GFI Supporting Stockholders, beneficial owners of approximately 37.8% of the outstanding shares of GFI Common Stock as of December 2, 2014, agreed, among other things, to vote their respective shares of GFI Common Stock **"FOR"** the GFI Merger Proposal and against, among other things, any Takeover Proposal (as defined in the section entitled "The GFI Merger Agreement No Solicitation or Negotiation of Takeover Proposals" beginning on page 130 of this proxy statement/prospectus).

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Recommendation of the Special Committee and the GFI Board; Reasons for the GFI Merger (Page 86)

The GFI Board formed the Special Committee, comprised of three independent directors (Marisa Cassoni, Frank Fanzilli, Jr. and Richard Magee), for the purpose of investigating, evaluating and negotiating any strategic alternatives, and, as appropriate, rejecting, or recommending to the GFI Board, the GFI Merger and the GFI Merger Agreement. On July 29, 2014, the Special Committee 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) recommended that the GFI Board adopt and declare advisable the GFI Merger Agreement and the GFI Merger, (iii) directed that the GFI Merger Agreement be submitted to the GFI Board for its approval and recommendation to GFI Stockholders to adopt the GFI Merger Agreement and approve the GFI Merger and (iv) recommended that GFI Stockholders adopt the GFI Merger Agreement and approve the GFI Merger.

On July 29, 2014, after considering such recommendation, the GFI Board (with Messrs. Gooch and Heffron abstaining) 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.

On November 3, 2014, the Special Committee unanimously reaffirmed its recommendation in support of the GFI Merger Agreement, and, after careful consideration of the unanimous determination and recommendation of the Special Committee, the GFI Board (with Messrs. Gooch and Heffron abstaining) unanimously reaffirmed its recommendation in support of the GFI Merger Agreement.

On December 1, 2014, the Special Committee unanimously determined to recommend that the GFI Board adopt and declare advisable the GFI Merger Agreement, as amended, and the GFI Merger, and, after careful consideration of the unanimous determination and recommendation of the Special Committee, the GFI Board (with Messrs. Gooch and Heffron abstaining) unanimously approved the GFI Merger Agreement, as amended, and determined to submit it to GFI Stockholders to vote upon its adoption and recommended GFI Stockholders to vote in favor of the GFI Merger Agreement, as amended.

Accordingly, the GFI Board (other than Messrs. Gooch and Heffron, who abstained from the votes of the GFI Board) unanimously recommends that you vote "**FOR**" the GFI Merger Proposal. Messrs. Gooch and Heffron chose to abstain from the votes of the GFI Board on July 29, 2014, November 3, 2014 and December 1, 2014 because of their interests in the GFI Merger and the related transactions. Thus, the members of the GFI Board casting votes to approve the GFI Merger Agreement were also the members of the Special Committee.

In evaluating the fairness and advisability of the GFI Merger Agreement, the Special Committee considered information with respect to GFI's financial condition, results of operations, businesses, competitive position and business strategy, on both a historical and prospective basis, as well as current industry, economic and market conditions and trends. The Special Committee considered the following factors, each of which the Special Committee believes supports its determination as to fairness:

the then-current and historical market prices of GFI Common Stock;

its view that the value of continuing as an independent public company would not be as valuable as the Merger
Consideration being offered because of the potential risks and uncertainties associated with the future prospects of GFI;

the terms and conditions of the GFI Merger Agreement, described in the section entitled "The GFI Merger Agreement" beginning on page 119 of this proxy statement/prospectus, which

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contains conditions to completion of the GFI Merger that the Special Committee, after consulting with its legal counsel, considered to be reasonable, customary and reasonably likely to be satisfied in a timely manner, which the Special Committee believed supported its determination as to fairness because it supported the Special Committee's view as to the certainty of closing the GFI Merger;

the opportunity for GFI Stockholders to elect to receive cash and/or stock consideration, which will enable many GFI Stockholders to receive immediate cash value, subject to the proration provisions of the GFI Merger Agreement, while those GFI Stockholders who wish to participate in the future growth of CME post-merger will have the chance to do so;

that the Special Committee consists solely of independent and disinterested directors;

the presentation by Greenhill & Co., LLC, which is referred to as Greenhill in this proxy statement/prospectus, to the Special Committee on December 1, 2014 and the oral opinion delivered by Greenhill to the Special Committee (which was subsequently confirmed in writing) that, as of such date and based upon and subject to the assumptions made, matters considered and limitations on the scope of review undertaken by Greenhill as set forth in its written opinion, the Merger Consideration to be received by the holders of shares of GFI Common Stock (other than the holders of shares of GFI Common Stock that are beneficially owned by the GFI Supporting Stockholders and each other stockholder of JPI, which are collectively referred to as the JPI Holders in this proxy statement/prospectus) in the GFI Merger was fair, from a financial point of view, to such holders, as more fully described in the section entitled "The GFI Merger Opinion of Special Committee's Financial Advisor" beginning on page 93 of this proxy statement/prospectus; and

the requirement that the GFI Merger Agreement must be approved by the affirmative vote of the holders of a majority of the outstanding shares of GFI Common Stock that are held by GFI Disinterested Stockholders.

In evaluating the fairness and advisability of the GFI Merger Agreement, the Special Committee also considered, among other factors, the following, each of which the Special Committee viewed as being generally negative or unfavorable:

the potential for disruptions to GFI's operations following the announcement of the GFI Merger, including potentially the loss of key employees, increasing the risk that GFI would be unable to continue to execute on its current business plans in the event the GFI Merger was not consummated;

the restrictions in the GFI Merger Agreement regarding GFI's ability to accept a Superior Proposal (as defined in the GFI Merger Agreement and described in the section entitled "The GFI Merger Agreement No Solicitation or Negotiation of Takeover Proposals" beginning on page 130 of this proxy statement/prospectus) received by GFI;

the risk that, while the GFI Merger is expected to be completed, there can be no assurance that all conditions to the parties' obligations to complete the GFI Merger will be satisfied;

the risks and costs to GFI if the GFI Merger does not close; and

the GFI Supporting Stockholders agreeing to vote their shares of GFI Common Stock against any alternative business combination transaction for a 12-month period after the date of termination of the GFI Merger Agreement, which is referred to as the Tail Period in this proxy statement/prospectus, pursuant to the GFI Support Agreement.

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In reaffirming its recommendation in support of the GFI Merger Agreement on November 3, 2014, the Special Committee considered numerous factors, including its view that the BGC Offer is conditional and places GFI and its stockholders at risk that it will not be consummated.

The GFI Board consists of a majority of directors who have no direct or indirect interest in the GFI Merger different from the interests of GFI Stockholders generally. On July 29, 2014, the Special Committee, by unanimous vote, determined to recommend that the GFI Board adopt and declare advisable the GFI Merger Agreement and the GFI Merger. At a meeting that immediately followed the Special Committee meeting, the GFI Board (with Messrs. Gooch and Heffron abstaining) approved the GFI Merger Agreement and determined to submit it to GFI Stockholders to vote upon its adoption and recommended GFI Stockholders to vote in favor of the GFI Merger Agreement. On November 3, 2014, the Special Committee unanimously reaffirmed its recommendation in support of the GFI Merger Agreement, and, after careful consideration of the unanimous determination and recommendation of the Special Committee, the GFI Board (with Messrs. Gooch and Heffron abstaining) unanimously reaffirmed its recommendation in support of the GFI Merger Agreement. On December 1, 2014, the Special Committee unanimously determined to recommend that the GFI Board adopt and declare advisable the GFI Merger Agreement, as amended, and the GFI Merger, and, after careful consideration of the unanimous determination and recommendation of the Special Committee, the GFI Board (with Messrs. Gooch and Heffron abstaining) unanimously approved the GFI Merger Agreement, as amended, and determined to submit it to GFI Stockholders to vote upon its adoption and recommended GFI Stockholders to vote in favor of the GFI Merger Agreement, as amended.

Messrs. Gooch and Heffron chose to abstain from the votes of the GFI Board on July 29, 2014, November 3, 2014 and December 1, 2014 because of their interests in the GFI Merger and the related transactions. Thus, the members of the GFI Board casting votes to approve the GFI Merger Agreement were also the members of the Special Committee.

In particular, the GFI Board considered and adopted:

the Special Committee's analysis, conclusions and unanimous determination that the GFI Merger Agreement and the GFI Merger are fair to, advisable and in the best interests of GFI Stockholders;

the Special Committee's unanimous recommendation that the GFI Board approve the GFI Merger Agreement, submit the GFI Merger Agreement to GFI Stockholders for approval and recommend that GFI Stockholders vote for the adoption of the GFI Merger Agreement and approval of the GFI Merger as contemplated by the GFI Merger Agreement; and

the same matters considered and adopted by the Special Committee.

Opinion of Special Committee's Financial Advisor (Page 93)

On December 1, 2014, at a meeting of the Special Committee, Greenhill delivered to the Special Committee its oral opinion, which was subsequently confirmed by delivery of a written opinion dated December 1, 2014, that, as of such date and based upon the procedures followed and subject to assumptions made, matters considered and limitations on the scope of review undertaken by Greenhill as set forth in its written opinion, the Merger Consideration to be received by the holders of shares of GFI Common Stock (other than the JPI Holders) in the GFI Merger was fair, from a financial point of view, to such holders.

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The full text of Greenhill's written opinion, dated December 1, 2014, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limits on the opinion and the review undertaken in connection with rendering the opinion, is attached as Annex F to this proxy statement/prospectus and is incorporated herein by reference. The opinion was addressed to the Special Committee and addresses only the fairness, from a financial point of view, of the Merger Consideration to be received by the holders of shares of GFI Common Stock (other than the JPI Holders) in the GFI Merger to such holders. The opinion does not express a view as to any other aspect of the GFI Merger or the other transactions contemplated by the GFI Merger Agreement and does not constitute a recommendation to the Special Committee, the GFI Board or to any other person in respect of the GFI Merger, including as to how any holder of shares of GFI Common Stock should vote or act with respect to the approval of the GFI Merger or any other matter. The summary of Greenhill's opinion that is set forth below is qualified in its entirety by reference to the full text of the opinion. GFI Stockholders are urged to read the opinion in its entirety.

Ownership of CME Following the GFI Merger (Page 107)

Based on the number of shares of GFI Common Stock outstanding and issuable pursuant to the vesting of RSUs prior to the date the GFI Merger is expected to be completed and assuming the entire available cash consideration amount of \$89 million is paid as part of the aggregate Merger Consideration, CME expects to issue approximately 6.89 million shares of CME Class A Common Stock to GFI Stockholders pursuant to the GFI Merger and the JPI Merger and reserve for issuance approximately 6,800 additional shares of CME Class A Common Stock in connection with the conversion or settlement of outstanding Continuing Employee RSUs. The actual number of shares of CME Class A Common Stock to be issued and reserved for issuance pursuant to the GFI Merger will be determined at completion of the GFI Merger based on the cash, stock and no election amounts, the Exchange Ratio and the number of shares of GFI Common Stock and Continuing Employee RSUs outstanding at that time. Based on the number of shares of GFI Common Stock outstanding and issuable pursuant to the vesting of RSUs prior to the date the GFI Merger is expected to be completed and assuming the entire available cash consideration amount of \$89 million is paid as part of the aggregate Merger Consideration, and based on the number of shares of CME Class A Common Stock outstanding as of October 31, 2014, it is expected that, immediately after completion of the GFI Merger, former GFI Stockholders (including stockholders of JPI) will own approximately 2.05% of the outstanding shares of CME Class A Common Stock.

Certain Beneficial Owners of GFI Common Stock (Page 167)

As of the close of business on December 2, 2014, the directors and executive officers of GFI on such date were deemed to beneficially own an aggregate of 49,420,882 shares of GFI Common Stock, which represented approximately 38.8% of the shares of GFI Common Stock outstanding on that date.

Interests of GFI Directors and Executive Officers (Page 108)

The directors and executive officers of GFI have interests in the GFI Merger that are different from and in addition to those of GFI Stockholders generally. These interests include the treatment in the GFI Merger of RSUs, employment agreements, and other rights that may be held by directors and executive officers of GFI, and the indemnification of all past and present directors and officers of GFI by Merger Sub 2 as the surviving company in the GFI Subsequent Merger. In addition, Mr. Gooch and other directors and executive officers of GFI are stockholders of JPI, which will be subject to the JPI Merger immediately prior to, and conditioned upon, the GFI Merger, and, immediately after the JPI Merger and GFI Merger, IDB Buyer, an entity affiliated with Messrs. Gooch, Heffron and Brown, will purchase all of the issued and outstanding securities of the IDB Subsidiaries.

In addition, the GFI Supporting Stockholders, including Messrs. Gooch, Heffron and Brown, directors and executive officers of GFI, entered into the GFI Support Agreement, which is attached as

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Annex E to this proxy statement/prospectus. Pursuant to the GFI Support Agreement, the GFI Supporting Stockholders, beneficial owners of approximately 37.8% of the outstanding shares of GFI Common Stock as of December 2, 2014, agreed, among other things, to vote their respective shares of GFI Common Stock **"FOR"** the GFI Merger Proposal and against, among other things, any Takeover Proposal. Additional details of the voting interests of GFI's directors and executive officers are described in the section entitled "Certain Beneficial Owners of GFI Common Stock Security Ownership of Directors and Named Executive Officers and Certain Beneficial Owners" beginning on page 167 of this proxy statement/prospectus.

The Special Committee was aware of and considered these interests when it 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 the GFI Merger Agreement and the GFI Merger and recommended to the GFI Board that it adopt and declare advisable the GFI Merger Agreement and the GFI Merger and (iii) recommended that GFI Stockholders adopt the GFI Merger Agreement and approve the GFI Merger at the Special Meeting.

Listing of CME Class A Common Stock and Delisting and Deregistration of GFI Common Stock (Page 116)

CME will apply for listing on NASDAQ, where shares of CME Class A Common Stock are currently traded, of the shares of CME Class A Common Stock to be issued in the GFI Merger. If the GFI Merger is completed, the shares of CME Class A Common Stock to be issued in the GFI Merger will be listed on NASDAQ, and shares of GFI Common Stock will be delisted from the NYSE and deregistered under the Exchange Act, and GFI will no longer be required to file periodic reports with the SEC.

Prior to the closing of the GFI Merger, GFI has agreed to use reasonable best efforts to take, or cause to be taken, all actions necessary, proper or advisable under applicable laws and rules and policies of the NYSE to enable such delisting and deregistration of GFI Common Stock under the Exchange Act on the closing date of the GFI Merger.

No Appraisal Rights (Page 181)

Holders of GFI Common Stock who dissent to the GFI Merger will not have rights to an appraisal of the fair value of their shares. Under the General Corporation Law of the State of Delaware, which is referred to as the DGCL in this proxy statement/prospectus, appraisal rights are not available for the shares of any class or series if the shares of the class or series are listed on a national securities exchange or held of record by more than 2,000 holders on the Record Date, unless the stockholders are required to receive in exchange for their shares anything other than shares of stock of the surviving or resulting corporation or of any other corporation that is publicly listed or held by more than 2,000 holders of record, cash in lieu of fractional shares or fractional depository receipts or any combination of the foregoing. GFI Common Stock is listed on the NYSE as of the Record Date, and GFI Stockholders may elect to receive shares of CME Class A Common Stock pursuant to the GFI Merger Agreement. Approval for the listing of the shares of CME Class A Common Stock on NASDAQ is a condition to completion of the GFI Merger.

Litigation Related to the GFI Merger (Page 117)

Following the announcement of the GFI Merger, nine putative class action complaints challenging the GFI Merger were filed on behalf of purported GFI Stockholders (one of which also purports to be brought derivatively on behalf of GFI), two in the Supreme Court of the State of New York, County of New York, six in the Court of Chancery of the State of Delaware and one in the United States District Court for the Southern District of New York. On October 6, 2014, a consolidation order was entered by Vice Chancellor Laster, consolidating the Delaware cases under the caption *In re GFI Group Inc.*

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Stockholder Litigation, Consolidated C.A. No. 10136-VCL, which is referred to as the Consolidated Delaware Action in this proxy statement/prospectus. The consolidation order designated the complaint filed in *City of Lakeland Employees' Pension Plan v. Gooch, et al.*, Civil Action No. 10136-VCL (Del. Ch.) as the operative complaint in the Consolidated Delaware Action.

The complaints name as defendants various combinations of GFI, IDB Buyer, the members of the GFI Board, GFI's managing director Mr. Brown, CME, Merger Sub 1, Merger Sub 2, Cheetah Acquisition Corp., Cheetah Acquisition LLC, JPI, and New JPI. The complaints generally allege, among other things, that the members of the GFI Board breached their fiduciary duties to GFI Stockholders during merger negotiations by entering into the GFI Merger Agreement and approving the GFI Merger, and that GFI, CME, Merger Sub 1, Merger Sub 2, IDB Buyer, Cheetah Acquisition Corp., Cheetah Acquisition LLC, JPI, and New JPI aided and abetted such breaches of fiduciary duties.

Certain defendants have moved to dismiss or, in the alternative, stay the *Coyne* and *Suprina* complaints in favor of the Consolidated Delaware Action. A hearing was held on December 15, 2014 on (i) Defendants' motions to dismiss or stay the *Coyne* and *Suprina* actions; (ii) Plaintiffs' motion by order to show cause for consolidation and appointment of a leadership structure; and (iii) Plaintiff *Suprina's* motion by order to show cause to compel and expedite discovery. The parties are awaiting a ruling.

On November 18, 2014, the Delaware court entered a Revised Order Setting Expedited Discovery Schedule in the Consolidated Delaware Action. On December 19, 2014, the court entered a Further Revised Scheduling Order scheduling a preliminary injunction hearing for January 16, 2015.

On November 26, 2014, a putative class action complaint captioned *Gross v. GFI Group, Inc., et al.* was filed in the United States District Court for the Southern District of New York. The complaint names GFI, Colin Heffron, Michael Gooch and Nick Brown as defendants and alleges violations of the federal securities laws. The complaint seeks, among other relief: (i) certification of the class, (ii) compensatory damages for defendants purported wrongdoing and (iii) reimbursement of costs and expenses.

The defendants believe that the claims asserted against them are without merit and intend to defend the litigation vigorously.

Conditions to Completion of the GFI Merger (Page 139)

As more fully described in this proxy statement/prospectus and in the GFI Merger Agreement, and subject to the terms and conditions described in the GFI Merger Agreement, each party's obligation to consummate the GFI Merger is subject to the satisfaction or waiver, to the extent applicable, of the following conditions:

the adoption of the GFI Merger Agreement by the affirmative vote of (i) at least 66²/₃% of the shares of GFI Common Stock cast at the Special Meeting, 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 that are held by GFI Disinterested Stockholders;

the shares of CME Class A Common Stock to be issued in the GFI Merger and such other shares to be reserved for issuance have been approved for listing on NASDAQ;

any applicable waiting period under the HSR Act has expired or been terminated, and no action has been instituted by the Antitrust Division of the U.S. Department of Justice or the Federal Trade Commission, which are referred to as the Antitrust Division and the FTC, respectively, in this proxy statement/prospectus, or under any foreign competition laws seeking to enjoin the GFI Merger or impose a Burdensome Condition (as defined under the section entitled "The GFI Merger Agreement Consents and Approvals" beginning on page 135 of this proxy statement/prospectus);

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all approvals under foreign competition laws have been obtained, and all other regulatory approvals, notices and all related acknowledgements have been obtained or provided; and

each of the conditions to the closing of the JPI Merger and the IDB Transaction have been satisfied or waived.

The obligations of CME, Merger Sub 1 and Merger Sub 2 to effect the GFI Merger also are subject to the satisfaction or waiver by CME at or prior to the closing date of the GFI Merger of certain conditions, including the following:

the accuracy of the representations and warranties of GFI in the manner described in the GFI Merger Agreement;

GFI's performance in all material respects of its obligations under the GFI Merger Agreement at or prior to the closing date of the GFI Merger;

the delivery to CME of a certificate signed by the chief executive officer or the chief financial officer of GFI certifying that the above conditions with respect to the accuracy of representations and warranties and performance of the obligations of GFI have been satisfied;

the receipt by CME of a tax opinion from Skadden, Arps, Slate, Meagher & Flom LLP, which is referred to as Skadden in this proxy statement/prospectus, dated as of the Effective Time, to the effect that the GFI Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and that each of CME and GFI will be a party to such reorganization;

the completion of the GFI Pre-Closing Reorganization; and

immediately following the transactions contemplated by the GFI Merger Agreement, including an internal reorganization of GFI, the subsidiaries of GFI other than the IDB Subsidiaries, referred to collectively with GFI as the CME Retained Subsidiaries in this proxy statement/prospectus, will have working capital and available cash meeting certain minimum requirements, and CME has received a certificate of the chief financial officer of GFI to such effect.

GFI's obligation to effect the GFI Merger is also subject to the satisfaction or waiver by GFI at or prior to the closing date of the GFI Merger of the following additional conditions:

the accuracy of the representations and warranties of CME, Merger Sub 1 and Merger Sub 2 in the manner described in the GFI Merger Agreement;

the satisfaction of the performance obligations of each of CME, Merger Sub 1 and Merger Sub 2 under the GFI Merger Agreement at or prior to the closing date of the GFI Merger;

GFI has received a certificate signed by the chief executive officer and the chief financial officer of CME certifying that the above conditions with respect to the accuracy of representations and warranties and the performance obligations of CME, Merger Sub 1 and Merger Sub 2 have been satisfied; and

the receipt by GFI of a tax opinion from White & Case LLP, which is referred to as White & Case in this proxy statement/prospectus, to the effect that the GFI Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and that each of GFI and CME will be a party to such reorganization.

Directors and Management Following the GFI Merger (Page 112)

Neither the CME Board nor the executive officers of CME will change following the GFI Merger. Information about CME's directors and executive officers, including biographical information, executive compensation and relationships can be found in CME's proxy statement for the 2014 annual meeting of shareholders and Annual Report on Form 10-K for the fiscal year 2013, both of which have been filed by CME with the SEC and which are incorporated by reference into this proxy statement/prospectus.

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See the section entitled "Where You Can Find More Information" beginning on page 185 of this proxy statement/prospectus.

Expected Timing of the GFI Merger (Page 57)

We anticipate completing the GFI Merger in early 2015 subject to approval of the GFI Merger Agreement by GFI Stockholders as specified herein and the satisfaction of other closing conditions set forth under the GFI Merger Agreement.

Regulatory Matters (Page 115)

GFI and CME have agreed to use their reasonable best efforts, subject to certain limitations, to obtain all regulatory approvals required to consummate the GFI Merger. These approvals include approvals under, or notices pursuant to, the HSR Act and certain foreign antitrust merger control laws including, but not limited to, the United Kingdom Financial Conduct Authority and the Monetary Authority of Singapore. In using their reasonable best efforts to obtain the required regulatory approvals, GFI and CME must consult and cooperate with the other party in connection with resolving any objections as may be asserted by any governmental entity under any of the HSR Act, certain foreign competition laws and any other laws or orders that are designed to prohibit, restrict or regulate actions having the purpose or effect of monopolization or restraint of trade, which are referred to, collectively, as the Antitrust Laws in this proxy statement/prospectus.

However, under the terms of the GFI Merger Agreement, neither CME nor any subsidiary of CME will agree to or take any action, and none of GFI or any subsidiary of GFI will agree to or take any action without the prior written consent of CME, that would result in any Burdensome Condition. See the section entitled "The GFI Merger Agreement Consents and Approvals" beginning on page 135 of this proxy statement/prospectus.

FTC staff has informally advised counsel to the parties to the GFI Merger that based on the structure and facts presented to staff, no filings will be required under the HSR Act in connection with the GFI Merger as a result of the activities of the parties involved and the structure of the transactions.

At any time before or after the GFI Merger, the Antitrust Division, the FTC, a state attorney general, or a foreign competition authority could take action under the Antitrust Laws as it deems necessary or desirable in the public interest, including seeking to enjoin the GFI Merger or seeking divestiture of substantial assets of CME or its subsidiaries, Merger Sub 1 or Merger Sub 2. Private parties may also bring legal actions under the Antitrust Laws under certain circumstances. There can be no assurance that a challenge to the GFI Merger on antitrust grounds will not be made or, if a challenge is made, of the result of such challenge.

On December 9, 2014, the United Kingdom Financial Conduct Authority issued a notice of approval to approve the change of control resulting from the transactions contemplated by the GFI Merger Agreement, JPI Merger Agreement and IDB Purchase Agreement. On December 3, 2014, the Monetary Authority of Singapore issued a letter of acknowledgement with respect to the change of control resulting from the transactions contemplated by the GFI Merger Agreement, JPI Merger Agreement and IDB Purchase Agreement. On December 23, 2014, the Financial Industry Regulatory Authority (FINRA) granted the continuing membership application for a change in indirect ownership filed in connection with the transactions contemplated by the GFI Merger Agreement, JPI Merger Agreement and IDB Purchase Agreement.

GFI is Prohibited from Soliciting Other Offers (Page 130)

As more fully described in this proxy statement/prospectus and in the GFI Merger Agreement, and subject to the terms and conditions described in the GFI Merger Agreement, the GFI Merger

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Agreement provides that neither GFI nor any of its subsidiaries nor any of their respective representatives will, directly or indirectly:

initiate, solicit, knowingly facilitate or encourage any inquiry or the making of any Takeover Proposal;

adopt, or publicly propose to adopt, or allow GFI or any subsidiary of GFI to execute or enter into, any agreement, commitment, arrangement, undertaking, or understanding in connection with or relating to any Takeover Proposal (other than confidentiality agreements permitted under the GFI Merger Agreement); or

other than with CME, Merger Sub 1, Merger Sub 2 or their respective representatives or other than informing third parties of the existence of the non-solicitation provisions of the GFI Merger Agreement, continue or otherwise participate in any discussions or negotiations regarding, or furnish to any person any information or data in connection with or relating to, any Takeover Proposal.

Fiduciary Exception

At any time prior to the approval of the GFI Merger Agreement by GFI Stockholders, if the GFI Board (upon recommendation of the Special Committee) has determined in good faith after consultation with outside legal counsel and its independent financial advisor that an unsolicited bona fide written Takeover Proposal received after the date of the GFI Merger Agreement either constitutes a Superior Proposal or could be reasonably likely to result in a Superior Proposal, then GFI may:

furnish information with respect to GFI or any of its subsidiaries to the person making such Takeover Proposal or its representatives pursuant to and in accordance with a confidentiality agreement containing provisions no less favorable in the aggregate to GFI than those contained in the confidentiality agreement between GFI and CME agreed to in connection with the GFI Merger Agreement, provided that such confidentiality agreement is provided to CME promptly after its execution and does not contain any provisions that would prevent GFI from complying with its obligation to provide disclosure to CME required pursuant to the GFI Merger Agreement and need not contain a standstill or similar provision that prohibits such person from making a Takeover Proposal, and provided further that a copy of all information provided to such person has been previously, or is substantially currently, provided to CME or its representatives; and

GFI may participate in any discussions or negotiations with any such person or its representatives regarding such Takeover Proposal.

No Change in Recommendation (Page 132)

Subject to certain exceptions described in the section entitled "The GFI Merger Agreement No Change in Recommendation" beginning on page 132 of this proxy statement/prospectus, the GFI Board and each committee of the GFI Board (including the Special Committee) may not:

withdraw, modify or qualify in any manner adverse to CME or publicly propose or resolve to withhold, withdraw, qualify or modify, in a manner adverse to CME, its recommendation to GFI Stockholders that they vote in favor of the adoption of the GFI Merger Agreement;

take any public action or make any public statement in connection with the Special Meeting inconsistent with its recommendation to approve the GFI Merger; or

approve or recommend, or publicly propose to approve or recommend, any Takeover Proposal (it being understood that the GFI Board may issue a "stop, look and listen" communication to the holders of GFI Common Stock pursuant to Rule 14d-9(f) of the Exchange Act).

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Any of the foregoing actions is referred to as a Change in Recommendation in this proxy statement/prospectus.

Fiduciary Exception and Negotiation with CME

At any time before the adoption of the GFI Merger Agreement, the GFI Board may, in response to a Superior Proposal or an Intervening Event (as defined under the section entitled "The GFI Merger Agreement No Change in Recommendation" beginning on page 133 of this proxy statement/prospectus), effect a Change in Recommendation under the following circumstances:

the GFI Board, upon the recommendation of the Special Committee, determines in good faith, after consultation with its outside legal counsel and its independent financial advisor, that the failure to take such action would reasonably be likely to be inconsistent with its fiduciary duties to GFI Stockholders under applicable law;

the GFI Board, upon the recommendation of the Special Committee, first provides prior written notice to CME that it is prepared to effect such a Change in Recommendation; and

in response to notice of such proposed Change in Recommendation, CME does not make, within four business days of receipt of such notice, a proposal that the GFI Board, upon the recommendation of the Special Committee, determines in good faith, after consultation with its outside legal counsel and its independent financial advisor, would cause the proposal previously constituting a Superior Proposal to no longer constitute a Superior Proposal, or which obviates the need for a Change in Recommendation as a result of the Intervening Event, as the case may be.

Stockholders Meeting and GFI Board Recommendation (Page 133)

Notwithstanding any Change in Recommendation, GFI is required to take all lawful action to convene and hold the Special Meeting to consider and vote upon the adoption of the GFI Merger Agreement not more than 45 days after the registration statement on Form S-4 filed by CME, of which this proxy statement/prospectus forms a part, is declared effective by the SEC. The GFI Board is required to recommend in this proxy statement/prospectus and at the Special Meeting that GFI Stockholders adopt the GFI Merger Agreement, and use its reasonable best efforts to obtain and solicit such adoption, subject to the fiduciary exceptions in the GFI Merger Agreement.

Termination of the GFI Merger Agreement (Page 141)

As more fully described in this proxy statement/prospectus and in the GFI Merger Agreement, and subject to the terms and conditions described in the GFI Merger Agreement, the GFI Merger Agreement may be terminated and the GFI Merger may be abandoned at any time prior to the Effective Time:

by mutual written consent of CME and GFI;

by either CME or GFI if, provided in each case that the failure of such condition was not caused by or the result of the failure of the party terminating the GFI Merger Agreement to fulfill any obligation under the GFI Merger Agreement:

the GFI Merger is not consummated by March 15, 2015;

any law, temporary restraining order, preliminary or permanent injunction or other order issued by a governmental entity or self-regulatory organization that has the effect of making the GFI Merger illegal or otherwise prohibiting consummation of the GFI Merger, or seeking to impose a Burdensome Condition, is in effect and has become final and non-appealable, which is referred to as a Restraint Termination Event in this proxy statement/prospectus;

the approval of the GFI Merger by GFI Stockholders has not been obtained at the Special Meeting or any adjournments or postponements thereof; or

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either the JPI Merger Agreement or the IDB Purchase Agreement is terminated in accordance with its terms.

by CME if:

GFI has breached or failed to perform any of its representations, warranties or covenants under the GFI Merger Agreement, and such breach or failure to perform is incapable of being cured by GFI prior to March 15, 2015, or is not cured by the earlier of (x) 30 days following written notice to GFI by CME of such breach or (y) March 15, 2015, and such breach or failure to perform would result in the failure of any condition precedent to the consummation of the GFI Merger Agreement to be satisfied (provided that CME, Merger Sub 1 or Merger Sub 2 is not then in breach of any representation, warranty, covenant or agreement contained in the GFI Merger Agreement that would result in the failure of any condition precedent to the consummation of the GFI Merger Agreement to be satisfied), which is referred to as a GFI Breach Termination Event in this proxy statement/prospectus;

GFI or any of its subsidiaries or any of their respective representatives have breached in any material respect any of their respective non-solicitation obligations under the GFI Merger Agreement; or

the GFI Board or the Special Committee effects a Change in Recommendation for the GFI Merger, fails to publicly reaffirm its recommendation for approval of the GFI Merger Agreement following the public disclosure or announcement of a Takeover Proposal and within five business days of a request by CME, or, in the case of a Takeover Proposal made by way of a tender offer or exchange offer, fails to recommend that GFI Stockholders reject such tender offer or exchange offer within ten business days (provided, however, that CME will not have the right to terminate the GFI Merger Agreement from and after receipt of the approval of the GFI Merger Agreement by GFI Stockholders).

by GFI if:

CME, Merger Sub 1 or Merger Sub 2 has breached or failed to perform any of its representations, warranties or covenants in the GFI Merger Agreement, which breach or failure to perform is incapable of being cured by CME, Merger Sub 1 or Merger Sub 2 prior to March 15, 2015, or is not cured by the earlier of (x) 30 days following written notice to CME, Merger Sub 1 or Merger Sub 2 by GFI of such breach or (y) March 15, 2015, and such breach or failure to perform would result in the failure of any condition precedent to the consummation of the GFI Merger Agreement to be satisfied; or

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 would exceed the Issuance Cap.

Termination Fees and Expenses (Page 142)

As more fully described in this proxy statement/prospectus and in the GFI Merger Agreement, and subject to the terms and conditions described in the GFI Merger Agreement, GFI will pay CME a termination fee of \$23,426,111 (net of any expense reimbursement paid by GFI to CME up to \$6,693,175 as described below) if:

either CME or GFI terminates the GFI Merger Agreement after the failure to obtain approval of the GFI Merger by GFI Stockholders at the Special Meeting or any adjournments or postponements thereof;

CME terminates the GFI Merger Agreement pursuant to a GFI Breach Termination Event;

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CME terminates the GFI Merger Agreement pursuant to a breach by GFI of its non-solicitation obligations under the GFI Merger Agreement; or

CME terminates the GFI Merger Agreement upon the failure of the GFI Board to recommend approval of the GFI Merger Agreement or a Change in Recommendation as described above and in the GFI Merger Agreement,

and, in each case as set forth above, within 12 months of such termination GFI consummates, or enters into a definitive agreement to consummate, a transaction contemplated by any Takeover Proposal, regardless of when made or thereafter consummated.

If either CME or GFI terminates the GFI Merger Agreement after the failure to obtain the approval of the GFI Merger Proposal at the Special Meeting or any adjournments or postponements thereof, then GFI must reimburse CME for all of its reasonable and documented expenses up to a maximum amount of \$6,693,175.

If either CME or GFI terminates the GFI Merger Agreement upon (i) the failure to consummate the GFI Merger by March 15, 2015, (ii) a Restraint Termination Event or (iii) the termination of either the JPI Merger Agreement or the IDB Purchase Agreement in accordance with its terms, in each case, in connection with any failure to obtain any required regulatory approval, then GFI must reimburse CME for all of its reasonable expenses up to a maximum amount of \$10,000,000.

United States Federal Income Tax Consequences of the GFI Merger (Page 112)

It is a condition to the GFI Merger that both CME and GFI receive opinions from their respective legal counsel to the effect that, for United States federal income tax purposes, the GFI Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. Provided that the GFI Merger qualifies as a "reorganization" within the meaning of Section 368(a) of the Code, a GFI Stockholder generally will not recognize gain or loss for United States federal income tax purposes as a result of such stockholder's shares of GFI Common Stock being exchanged in the GFI Merger solely for shares of CME Class A Common Stock, except with respect to the receipt of cash in lieu of a fractional share of CME Class A Common Stock. A GFI Stockholder who exchanges such stockholder's shares of GFI Common Stock solely for cash in the GFI Merger will recognize gain or loss. A GFI Stockholder who exchanges such stockholder's shares of GFI Common Stock for a combination of CME Class A Common Stock and cash will recognize gain, but not loss. Such stockholder's taxable gain in that case will not exceed the cash the stockholder receives in the GFI Merger.

The discussion of the United States federal income tax consequences of the GFI Merger contained in this proxy statement/prospectus is intended to provide only a general summary and is not a complete analysis or description of all potential United States federal income tax consequences of the GFI Merger. The discussion does not address tax consequences that may vary with, or are contingent on, individual circumstances. In addition, it does not address the effects of any state, local, non-United States or non-income tax laws.

GFI Stockholders are strongly urged to consult with their tax advisors regarding the tax consequences of the GFI Merger to them, including the effects of United States federal, state, local and non-United States tax laws.

For a more complete description of the United States federal income tax consequences of the GFI Merger, see the section entitled "The GFI Merger United States Federal Income Tax Consequences of the GFI Merger" beginning on page 112 of this proxy statement/prospectus.

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Accounting Treatment (Page 116)

CME will account for the GFI Merger as a purchase of the business, which requires the assets and liabilities of GFI to be measured and recorded at their fair value. The results of operations of GFI will be included in CME's Consolidated Statements of Income from and after the effective time that control of GFI transfers to CME, which will occur on the date of the GFI Merger. The purchase method of accounting is based on the Financial Accounting Standards Board's Accounting Standards Codification Topic 805, Business Combinations.

JPI Merger Agreement (Page 143)

Concurrently with the execution of the GFI Merger Agreement, CME, Cheetah Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of CME and which is referred to as Merger Sub 3 in this proxy statement/prospectus, Cheetah Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of CME and which is referred to as Merger Sub 4 in this proxy statement/prospectus, JPI, New JPI, and Messrs. Gooch, Heffron and Brown entered into the JPI Merger Agreement, which is attached as Annex D to this proxy statement/prospectus, pursuant to which Merger Sub 3 will merge with and into New JPI with New JPI continuing as the surviving corporation and which is referred to as the JPI Merger in this proxy statement/prospectus, and immediately thereafter New JPI as the surviving corporation will merge with and into Merger Sub 4, with Merger Sub 4 continuing as the surviving company and a wholly-owned subsidiary of CME and which is referred to as the JPI Subsequent Merger in this proxy statement/prospectus.

At the effective time of the JPI Merger, each issued and outstanding share of New JPI Common Stock will be converted into and will thereafter represent the right to receive a fraction of a share of CME Class A Common Stock equal to a fraction, the numerator of which equals the aggregate number of shares of CME Class A Common Stock that would be payable with respect to the 46,464,240 shares of GFI Common Stock beneficially owned by New JPI as if such shares were converted into the Merger Consideration provided for in the GFI Merger Agreement as stock election shares and the denominator of which equals the maximum number of shares of New JPI Common Stock that could be issued and outstanding immediately prior to the effective time of the JPI Merger following the consummation of the reorganization of JPI, 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.

IDB Purchase Agreement (Page 147)

Concurrently with the execution of the GFI Merger Agreement, IDB Buyer, an entity affiliated with Messrs. Gooch, Heffron and Brown, entered into the IDB Purchase Agreement, which is attached as **Annex C** to this proxy statement/prospectus, with Merger Sub 2, 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), 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 IDB Subsidiaries immediately after consummation of the JPI Merger and GFI Merger for consideration of \$254,000,000 in cash and the assumption, at closing, of approximately \$72,000,000 of unvested deferred compensation related to RSUs and other liabilities.

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GFI Support Agreement (Page 163)

Concurrently with the execution of the GFI Merger Agreement, CME entered into the GFI Support Agreement, which is attached as **Annex E** to this proxy statement/prospectus, with the GFI Supporting Stockholders. 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, among other things, to vote or cause to be voted their shares in favor of adoption of the GFI Merger Agreement and the related transactions and any other action requested by CME in furtherance thereof. The GFI Support Agreement will terminate upon the earliest of (i) the effective date of the GFI Merger, (ii) termination by mutual written consent of the parties, (iii) certain Qualifying Termination of the GFI Merger Agreement (as defined under the section entitled "GFI Support Agreement Termination" beginning on page 164 of this proxy statement/prospectus) or (iv) the expiration of the Tail Period.

Commitment Letter (Page 158)

In connection with the IDB Purchase Agreement, on December 2, 2014, GFI Holdco Inc., which is referred to as IDB Parent in this proxy statement/prospectus, a Delaware corporation and indirect parent of IDB Buyer, entered into an amended and restated commitment letter, which is referred to as the Commitment Letter in this proxy statement/prospectus and attached as Annex D to this proxy statement/prospectus, with Jefferies Finance LLC, which is referred to as Jefferies in this proxy statement/prospectus, that amends, restates and supersedes a commitment letter originally entered into by IDB Parent on July 30, 2014. Pursuant to the Commitment Letter, Jefferies has committed, subject to customary conditions, to provide IDB Buyer with debt financing for the transactions contemplated by the IDB Purchase Agreement. The debt financing under the Commitment Letter is anticipated to consist of a senior secured first lien term loan facility in an aggregate principal amount of up to \$225,000,000, which is referred to as the First Lien Facility in this proxy statement/prospectus, and a senior secured second lien term loan facility in an aggregate principal amount of up to \$95,000,000, which is referred to as the Second Lien Facility in this proxy statement/prospectus.

BGC Proposal

On September 9, 2014, BGC publicly announced a plan to commence a tender offer for 100% of the outstanding shares of GFI Common Stock at \$5.25 per share in cash. On September 11, 2014, upon the unanimous recommendation of the Special Committee, which was determined in good faith after consultation with its outside legal counsel and independent financial advisor, the GFI Board (with Mr. Gooch abstaining and Mr. Heffron not present) determined that the BGC Proposal could reasonably be expected to lead to a Superior Proposal. On October 22, 2014, BGC Purchaser commenced the BGC Offer. On November 4, 2014, GFI filed with the SEC a solicitation/recommendation statement on Schedule 14D-9 setting forth the Special Committee's and the GFI Board's respective recommendations that GFI Stockholders reject the BGC Offer and not tender their shares of GFI Common Stock pursuant to the BGC Offer, as well as the reaffirmation of their respective recommendations in support of the GFI Merger Agreement. On November 6, 2014, BGC issued a press release responding to GFI's solicitation/recommendation statement and reaffirming its commitment to completing the BGC Offer.

On November 12, 2014, BGC and BGC Purchaser filed Amendment No. 1 to the Schedule TO, which narrowed several of the conditions to the BGC Offer. On November 19, 2014, BGC and BGC Purchaser filed Amendment No. 2 to the Schedule TO regarding, among others, the receipt of approval from the United Kingdom Financial Conduct Authority for BGC's consummation of the BGC Offer. On November 20, 2014, BGC Purchaser extended the BGC Offer until 5:00 p.m., New York City time, on December 9, 2014, unless further extended. On November 28, 2014, GFI filed with the SEC

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Amendment No. 2 to Schedule 14D-9 informing GFI Stockholders that, as of the date thereof, discussions regarding the terms and conditions of the BGC Offer were ongoing between the Special Committee's advisors and BGC's advisors, including negotiations regarding the terms of an agreement relating to the BGC Offer. On December 9, 2014, BGC issued a press release announcing the extension of the BGC Offer until 5:00 p.m., New York City time, on January 6, 2015, unless further extended, and the satisfaction of the regulatory closing condition under the BGC Offer. On December 10, 2014, BGC and BGC Purchaser filed Amendment No. 4 to the Schedule TO extending the BGC Offer and lowering the minimum tender condition under the BGC Offer to 45% of the outstanding shares of GFI Common Stock.

On December 11, 2014, Shaun D. Lynn, President of BGC, sent a letter to the GFI Board and the Special Committee notifying them of BGC's revised proposal to purchase all outstanding shares of GFI Common Stock for \$5.45 per share in cash.

On December 12, 2014, the Special Committee met with representatives of White & Case, RLF and Greenhill to review the Revised BGC Proposal. At the meeting, the members of the Special Committee, in consultation with representatives of White & Case, RLF and Greenhill, reviewed the Revised BGC Proposal. The Special Committee unanimously determined that the Revised BGC Proposal could reasonably be expected to lead to a "Superior Proposal" (as defined in the GFI Merger Agreement) and resolved to recommend that the GFI Board determine the same, which is referred to as the Special Committee's Recommendation in this proxy statement/prospectus. That same day, the Special Committee requested that GFI convene a meeting of the GFI Board to act on the Special Committee's Recommendation. A meeting of the GFI Board was held on December 18, 2014.

At the December 18 meeting of the GFI Board, members of the GFI Board asked questions about the status of discussions with BGC and about the Revised BGC Proposal.

The GFI Board decided to reconvene to further discuss the Revised BGC Proposal and to vote on whether the Revised BGC Proposal could reasonably be expected to lead to a "Superior Proposal" (as defined in the GFI Merger Agreement).

On December 19, 2014, BGC and BGC Purchaser filed Amendment No. 5 to the Schedule TO to reflect the revised proposal to purchase all outstanding shares of GFI Common Stock for \$5.45 per share in cash.

A meeting of the GFI Board was held on December 20, 2014, at which the GFI Board further discussed the Revised BGC Proposal.

On December 23, 2014, the GFI Board (with Messrs. Gooch and Heffron abstaining), upon the unanimous recommendation of the Special Committee, which was determined in good faith after consultation with its outside legal counsel and independent financial advisor, determined that the Revised BGC Proposal could reasonably be expected to lead to a Superior Proposal.

For a more complete description of the BGC Proposal and the BGC Offer, see the section entitled "The GFI Merger Background of the GFI Merger" beginning on page 60 of this proxy statement/prospectus.

The GFI Board unanimously recommends that GFI Stockholders adopt the GFI Merger Agreement and approve the GFI Merger.

Comparison of Rights of CME Stockholders and GFI Stockholders (Page 169)

The rights of GFI Stockholders are currently governed by the GFI Charter, the GFI Bylaws and the DGCL. Following the GFI Merger, GFI Stockholders will become stockholders of CME, which are referred to as CME Stockholders in this proxy statement/prospectus, and their rights will be governed by CME's fourth amended and restated certificate of incorporation and tenth amended and restated bylaws, which are referred to as the CME Charter and the CME Bylaws, respectively, in this proxy statement/prospectus, and by the DGCL. Your rights under the CME Charter and the CME Bylaws will differ in some respects from your rights under the GFI Charter and the GFI Bylaws.

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The following table sets forth selected consolidated financial information for CME. CME derived the selected statement of operations data for the nine months ended September 30, 2014 and September 30, 2013 and the selected balance sheet as of September 30, 2014 and September 30, 2013 from CME's unaudited consolidated financial statements. CME derived the selected statement of operations data for each of the years in the five year period ended December 31, 2013 and the selected balance sheet data as of December 31 for each of the years in the five year period ended December 31, 2013 from CME's consolidated audited financial statements. The following information is only a summary and is not necessarily indicative of the results of future operations of CME or the combined company, and you should read the information together with CME's consolidated financial statements, the notes related thereto and management's related reports on CME's financial condition and performance, all of which are contained in CME's reports filed with the SEC and incorporated herein by reference. See "Where You Can Find More Information" beginning on page 185 in this proxy statement/prospectus.

(in millions, except per share data)	Unaudited as of and for the Nine Months Ended September 30,			Years Ended or At December 31,			
	2014	2013	2013	2012	2011	2010	2009
Income Statement Data:							
Total revenues	\$ 2,271.4	\$ 2,249.3	\$ 2,936.3	\$ 2,914.6	\$ 3,280.6	\$ 3,003.7	\$ 2,612.8
Operating income	1,296.9	1,313.8	1,637.0	1,692.0	2,021.1	1,831.1	1,589.1
Non-operating income (expense)	0.7	(19.8)	(36.0)	1.4	(84.6)	(109.2)	(151.6)
Income before income taxes	1,297.6	1,294.0	1,601.0	1,693.4	1,936.5	1,721.9	1,437.5
Net income attributable to CME	820.6	783.7	976.8	896.3	1,812.3	951.4	825.8
Earnings per common share attributable to CME:							
Basic	2.46	2.36	2.94	2.71	5.45	2.87	2.49
Diluted	2.44	2.35	2.92	2.70	5.43	2.86	2.48
Cash dividends per share	1.41	1.35	4.40	3.70	1.12	0.92	0.92
Balance Sheet Data:							
Total assets	63,970.3	48,979.9	54,277.8	38,863.2	40,758.7	35,046.1	35,651.0
Short-term debt		749.7	749.9	749.7		420.5	299.8
Long-term debt	2,107.7	2,107.0	2,107.2	2,106.8	2,106.8	2,104.8	2,014.7
CME Shareholders' equity	\$ 21,537.1	\$ 21,972.3	\$ 21,154.8	\$ 21,419.1	\$ 21,552.0	\$ 20,060.1	\$ 19,301.0

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF GFI**

The following table presents selected historical consolidated financial data of GFI. The selected financial data of GFI for each of the years ended December 31, 2013, 2012 and 2011, and as of December 31, 2013 and 2012 are derived from GFI's audited consolidated financial statements and related notes contained in its Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference into this proxy statement/prospectus. The selected financial data of GFI for each of the years ended December 31, 2010 and 2009, and as of December 31, 2011, 2010 and 2009, have been derived from GFI's 2013 Form 10-K Item 6. Selected Financial Data, which is incorporated by reference into this proxy statement/prospectus.

The selected financial data for GFI as of September 30, 2014, and for the nine months ended September 30, 2014 and September 30, 2013 are primarily derived from GFI's unaudited condensed consolidated financial statements and related notes contained in its Quarterly Report on Form 10-Q for the nine months ended September 30, 2014, which is incorporated by reference into this proxy statement/prospectus. In addition, the unaudited selected financial data for GFI included below in Selected Statistical Data and Brokerage Revenues by Geographic Region was derived from Current Reports on Form 8-K filed in 2014 and which are incorporated by reference into this proxy statement/prospectus. The unaudited financial data presented have been prepared on a basis consistent with GFI's audited consolidated financial statements. In the opinion of GFI's management, such unaudited financial data reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

	Nine Months ended September 30,		Year ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
(In thousands, except share and per share data)							
Consolidated Statements of Operations Data:							
Revenues							
Agency commissions	\$ 343,410	\$ 358,413	\$ 461,691	\$ 484,386	\$ 561,026	\$ 534,239	\$ 481,326
Principal transactions	139,090	143,468	183,714	211,159	235,580	215,563	270,378
Total brokerage revenues	482,500	501,881	645,405	695,545	796,606	749,802	751,704
Clearing services revenues	89,139	110,225	139,136	118,011	112,735	41,878	
Interest income from clearing services	1,679	1,623	2,193	1,964	2,300	671	
Equity in net earnings of unconsolidated businesses	4,686	6,925	8,166	8,569	10,466	3,974	1,574
Software, analytics and market data	77,455	66,438	90,538	84,153	73,620	60,637	54,347
Other income, net	13,686	12,011	16,012	16,345	19,746	5,640	12,656
Total revenues	\$ 669,145	\$ 699,103	\$ 901,450	\$ 924,587	\$ 1,015,473	\$ 862,602	\$ 820,281

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	Nine Months ended September 30,		Year ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
	(In thousands, except share and per share data)						
Total interest and transaction-based expenses	\$ 99,410	\$ 122,914	\$ 154,490	\$ 137,542	\$ 134,702	\$ 67,558	\$ 30,354
Revenues, net of interest and transaction-based expenses	569,735	576,189	746,960	787,045	880,771	795,044	789,927
Expenses							
Compensation and employee benefits	390,420	392,737	516,222	546,501	627,368	558,248	583,315
Other expenses(1)	310,276	176,926	252,083	241,801	253,321	204,993	183,342
Total other expenses	\$ 700,696	\$ 569,663	\$ 768,305	\$ 788,302	\$ 880,689	\$ 763,241	\$ 766,657

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	Nine Months ended September 30,		Year ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
(In thousands, except share and per share data)							
(Loss) income before (benefit from) provision for income taxes	(130,961)	6,526	(21,345)	(1,257)	82	31,803	23,270
(Benefit from) provision for income taxes	(30,239)	(5,267)	(2,273)	8,387	2,647	5,884	6,982
Net (loss) income before attribution to non-controlling stockholders	(100,722)	11,793	(19,072)	(9,644)	(2,565)	25,919	16,288
Less: Net income attributable to non-controlling interests	762	889	926	309	616	304	
GFI's net (loss) income	\$ (101,484)	\$ 10,904	\$ (19,998)	\$ (9,953)	\$ (3,181)	\$ 25,615	\$ 16,288
Earnings Per Share							
Basic (loss) earnings per share available to common stockholders	\$ (0.82)	\$ 0.09	\$ (0.17)	\$ (0.09)	\$ (0.03)	\$ 0.21	\$ 0.14
Diluted (loss) earnings per share available to common stockholders	\$ (0.82)	\$ 0.09	\$ (0.17)	\$ (0.09)	\$ (0.03)	\$ 0.20	\$ 0.13
Weighted average number of shares outstanding							
Basic	124,237,643	118,138,756	119,052,908	116,014,202	118,334,995	120,275,918	118,178,493
Diluted	124,237,643	126,858,459	119,052,908	116,014,202	118,334,995	125,522,128	121,576,767
Dividends declared per share of common stock	\$ 0.10	\$ 0.10	\$ 0.15	\$ 0.25	\$ 0.20	\$ 0.45	\$ 0.20

(1) Other expenses is Total other expenses excluding Compensation and employee benefits.

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	Nine Months ended September 30,		Year Ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
(In thousands except headcount data)							
Consolidated Statements of Financial Condition Data:							
Cash and cash equivalents	\$ 165,850	\$ 168,878	\$ 174,606	\$ 227,441	\$ 245,879	\$ 313,875	\$ 342,379
Total assets(1)	1,474,061	1,531,750	1,161,542	1,180,061	1,190,549	1,273,804	954,874
Total debt	250,000	250,000	250,000	250,000	250,000	192,446	173,688
Total stockholders' equity	300,918	433,652	407,276	425,082	447,212	494,111	487,502
Selected Statistical Data:							
Brokerage personnel headcount(2)							
	1,058	1,144	1,121	1,188	1,271	1,161	1,082
Employee headcount							
	2,037	2,072	2,087	2,062	2,176	1,990	1,768
Broker productivity for the period(3)							
	\$ 450	\$ 433	\$ 560	\$ 562	\$ 647	\$ 669	\$ 705
Brokerage Revenues by Geographic Region:							
Americas	\$ 171,235	\$ 201,518	\$ 260,503	\$ 274,498	\$ 311,519	\$ 293,344	\$ 325,359
Europe, Middle East & Africa	255,582	244,467	314,417	345,069	392,895	379,660	364,752
Asia	55,683	55,896	70,485	75,978	92,192	76,798	61,593
Total	\$ 482,500	\$ 501,881	\$ 645,405	\$ 695,545	\$ 796,606	\$ 749,802	\$ 751,704

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- (1) Total assets included receivables from brokers, dealers and clearing organizations of \$295.7 million, \$252.7 million, \$251.8 million, \$270.7 million, and \$98.8 million at December 31, 2013, 2012, 2011, 2010 and 2009, respectively, and \$723.9 million and \$647.0 million at September 30, 2014 and 2013, respectively. These receivables primarily represent securities transactions entered into in connection with GFI's matched principal business, which have not settled as of the respective reporting dates, as well as balances with clearing organizations. These receivables are substantially offset by the corresponding payables to brokers, dealers and clearing organizations, and to clearing customers, for these unsettled transactions.
- (2) Brokerage personnel headcount includes brokers, trainees and clerks. As of September 30, 2014, we employed 897 brokers and 161 trainees and clerks.
- (3) We are presenting broker productivity to show the average amount of revenue generated per broker. Broker productivity is calculated by dividing brokerage revenues by average brokerage personnel headcount for the period.

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The following summary unaudited pro forma condensed combined financial data give effect to the anticipated GFI Merger under the purchase method of accounting. For purposes of preparing the unaudited pro forma condensed combined financial data, the GFI Merger is assumed to have occurred as of or at the beginning of the period presented for the income statement data and as of the end of the period for the balance sheet data.

The summary unaudited pro forma condensed combined financial data are presented for illustrative purposes only and should not be read for any other purpose. You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that CME will experience after the GFI Merger. The summary unaudited pro forma condensed combined financial data have been derived from and should be read in conjunction with the historical consolidated financial statements of CME and GFI incorporated by reference in this proxy statement/prospectus. See the sections entitled "Where You Can Find More Information" beginning on page 185 of this proxy statement/prospectus.

	Historical		Unaudited Pro Forma Combined		Equivalent Basis Unaudited Pro Forma Combined(1)
	CME	GFI			
Basic Earnings Per Share Attributable To Common Stockholders(2)(3)					
Nine Months Ended September 30, 2014	\$ 2.46	\$ (0.82)	\$ 2.09	\$ 0.13	
Year Ended December 31, 2013	\$ 2.94	\$ (0.17)	\$ 2.80	\$ 0.18	
Diluted Earnings Per Share Attributable To Common Stockholders(2)(3)					
Nine Months Ended September 30, 2014	\$ 2.44	\$ (0.82)	\$ 2.08	\$ 0.13	
Year Ended December 31, 2013	\$ 2.92	\$ (0.17)	\$ 2.78	\$ 0.17	
Cash Dividends Declared Per Share(4)					
Nine Months Ended September 30, 2014	\$ 1.41	\$ 0.10	\$ 1.51	\$ 0.09	
Year Ended December 31, 2013	\$ 4.40	\$ 0.15	\$ 4.55	\$ 0.28	
Book Value Per Share Attributable To Common Stockholders(5)(6)					
As of September 30, 2014	\$ 64.29	\$ 2.36	\$ 64.81	\$ 4.05	
As of December 31, 2013	\$ 63.37	\$ 3.30	\$ 63.93	\$ 4.00	

- (1) The per share amounts are calculated by multiplying the unaudited pro forma combined per share amounts by an exchange ratio of 0.0625 shares of CME Class A Common Stock for each share of GFI Common Stock. The actual exchange ratio at the closing of the GFI Merger will be determined based on the average of the closing sale prices of CME Class A Common Stock, as reported on NASDAQ, for the ten trading days ending upon and including the trading day immediately before the closing date of the GFI Merger. The exchange ratio used to calculate pro forma amounts is based on a GFI Merger closing date of December 3, 2014.
- (2) The pro forma amounts include (a) a net income adjustment of \$6 million to reflect the after-tax impact of amortization expense for an estimated \$220 million of definite-life intangible assets calculated using the straight-line method over a weighted average estimated life of 14 years and (b) the issuance of 7 million incremental shares, representing the number of shares that would have been issued in respect of the issued and outstanding shares of GFI Common Stock outstanding as of September 30, 2014, as part of the per share merger consideration.

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- (3) The pro forma amounts include (a) a net income adjustment of \$8 million to reflect the after-tax impact of amortization expense for an estimated \$220 million of definite-life inta