

NYMEX HOLDINGS INC  
Form DEFA14A  
June 19, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 19, 2008**

**NYMEX Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33149**  
(Commission File Number)

**13-4098266**  
(IRS Employer  
Identification No.)

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One North End Avenue, World Financial Center,

New York, NY  
(Address of principal executive offices)

10282-1101  
(Zip Code)

Registrant's telephone number, including area code (212) 299-2000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

This filing relates to the proposed acquisition of NYMEX Holdings, Inc. ( NYMEX Holdings ) by CME Group Inc. ( CME Group ) pursuant to the terms of the Agreement and Plan of Merger, dated as of March 17, 2008, by and among NYMEX Holdings, CME Group, New York Mercantile Exchange, Inc. ( NYMEX ) and CME NY Inc.

On June 19, 2008, NYMEX held a special meeting of the Class A Members of NYMEX at NYMEX Holdings headquarters, One North End Avenue, New York, New York. At the special meeting, a slide show presentation regarding NYMEX Bylaw Section 311(G) was made. A copy of the slide show presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**IMPORTANT INFORMATION**

In connection with the proposed acquisition, NYMEX Holdings and CME Group intend to file relevant materials with the Securities and Exchange Commission ( SEC ). Investors are urged to read the joint proxy statement/prospectus regarding the proposed acquisition filed by CME Group on June 10, 2008. Investors can obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about CME Group and NYMEX Holdings without charge, at the SEC s website (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus can also be obtained, without charge by directing a request to NYMEX Holdings, Inc., Attention: Investor Relations, at One North End Avenue, World Financial Center, New York, New York 10282, (212) 299-2000.

NYMEX Holdings and their respective directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from NYMEX Holdings shareholders in respect of the proposed acquisition. Information regarding NYMEX Holdings directors and executive officers is available in the proxy statement for NYMEX Holdings 2008 annual meeting of stockholders. Additional information regarding the interests of such potential participants is included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC. This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 99.1 NYMEX Class A Member Meeting Presentation, dated June 19, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NYMEX Holdings, Inc.**

By: /s/ Richard Kerschner  
Richard Kerschner  
General Counsel

Date: June 19, 2008

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	NYMEX Class A Member Meeting Presentation, dated June 19, 2008.