

GFI Group Inc.
Form 425
December 03, 2014

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): December 3, 2014 (December 2, 2014)

CME GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-31553
(Commission

File Number)

36-4459170
(IRS Employer

Identification No.)

20 South Wacker Drive, Chicago, Illinois
(Address of principal executive offices)

60606
(Zip Code)

Registrant's telephone number, including area code: (312) 930-1000

Not Applicable

(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

On December 2, 2014, CME Group Inc. (CME Group) and GFI Group Inc. (GFI Group) issued a joint press release announcing that they had amended the definitive agreements (the Transaction Amendments) providing for the previously announced transaction through which, among other things, CME Group will acquire GFI Group 's Trayport and FENICS businesses by first acquiring GFI Group and immediately thereafter a private consortium of GFI Group management will acquire GFI Group 's wholesale brokerage business.

Pursuant to the terms of the Transaction Amendments, the consideration payable to GFI Group stockholders has increased from \$4.55 per share in CME Group Class A common stock to \$5.25 per share, payable in a mix of shares of CME Group Class A common stock and cash, and the purchase price for GFI Group 's wholesale brokerage business has increased from \$165 million to \$254 million, plus the assumption, at closing, of certain liabilities. This \$89 million cash increase represents \$0.70 per share and is being passed along in its entirety to GFI Group stockholders.

A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Exhibit

Number	Description
99.1	Press release issued jointly by CME Group Inc. and GFI Group Inc.

SIGNATURES

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

CME Group Inc.

By: /s/ Kathleen M. Cronin
Kathleen M. Cronin

Senior Managing Director, General
Counsel

and Corporate Secretary

Date: December 3, 2014

EXHIBIT INDEX

Exhibit

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