

CME GROUP INC.
Form DEFA14A
February 11, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

**Confidential, for Use of the Commission Only (as
permitted by Rule 14a-6(e)(2))**

CME GROUP INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

February 11, 2019

To: Our Class B-1, Class B-2 and Class B-3 Shareholders

As you may know, our Class B nominating committees recently completed their interview and selection processes for nominees for election to our Board of Directors at this year's Annual Meeting of Shareholders. All members of the CME Group Board of Directors will be elected on an annual basis for a term of one-year, including those directors elected by the Class B shareholders.

Our 2019 Annual Meeting will be on Wednesday, May 8, 2019. We plan to mail to you in late March, a proxy statement from our Board of Directors relating to the Annual Meeting. The proxy statement will contain detailed information about the proposals to be presented to a vote of shareholders at the meeting. The proxy statement will identify and contain information about the director nominees referred to as the Equity Director nominees to be elected by the holders of Class A and Class B shares of common stock voting together at the Annual Meeting.

In the meantime, we would like to take this opportunity to inform you of the Class B director nominees selected by our Class B nominating committees and review the petitioning process for Class B director nominees. Additional information regarding the Class B director nominees will be contained in the proxy statement. We are not asking for your proxy at this time and will only do so after we have mailed our proxy statement to our shareholders.

To vote your shares you will need the control number included in the materials. To ensure delivery, we recommend that you sign up to receive your materials via email per the instructions below. If you are not receiving your materials electronically, please make sure your mailing address is up to date. Please take such actions prior to the record date of March 11, 2019. Without your control number you will not be able to vote your shares unless you attend the meeting in person.

To enroll for electronic delivery, please log onto the following website: <http://enroll.icsdelivery.com/CME> and complete the E-Delivery Enrollment form on the right side of the screen. Your enrollment will be effective until cancelled. You will then receive an email in late March from jd@ProxyVote.com or edelivery@ms-bounce.broadridge.com with your control number to vote your Class B shares. Once you sign up you should add this email address to your safe sender list to ensure it is not sent to your spam/junk folder.

CLASS B DIRECTOR NOMINEES

Class B-1 Director Nominees

Three (3) directors will be elected by the holders of the Class B-1 shares. The Class B-1 Nominating Committee has selected the following nominees for these positions:

Steve A. Beitler

Bradley S. Glass

Gedon Hertshten

William W. Hobert

Patrick J. Mulchrone

Robert J. Tierney

Class B-2 Director Nominees

Two (2) directors will be elected by the holders of the Class B-2 shares. The Class B-2 Nominating Committee has selected the following nominees for these positions:

Yra G. Harris

Ronald A. Pankau

David J. Wescott

Class B-3 Director Nominees

One (1) director will be elected by the holders of the Class B-3 shares. The Class B-3 Nominating Committee has selected the following nominees for this position:

Elizabeth A. Cook

Petitioning Process

As in past years, and pursuant to the terms of our bylaws, a holder of Class B-1, Class B-2 or Class B-3 shares, who has not been nominated by the applicable Class B nominating committee, may nonetheless have his or her name placed in nomination by submitting a nomination signed by the holders of at least 100 Class B-1 shares, 100 Class B-2 shares or 150 Class B-3 shares, as applicable, to be included as a nominee for the particular class. As required by our bylaws, nominations must be submitted in writing and accompanied by a description of the proposed nominee's qualifications and other relevant biographical information and evidence of the consent of the proposed nominee.

Prospective candidates who comply with the petition procedures will be included in the Company's proxy statement to be distributed to shareholders in connection with the Annual Meeting. In order to be included as a nominee for director, all petitions must be submitted to the Membership Department in hardcopy at 333 S. LaSalle, by fax at 312 341 7302 or email at membership@cmegroup.com) ***prior to 5:00 p.m., Chicago time, Monday, February 18, 2019.***

Campaigning Process

The Class B nominees may solicit votes in advance of the Annual Meeting; however, such activities are considered a proxy solicitation under the Securities Exchange Act and need to be conducted in accordance with Securities and Exchange Commission rules governing those solicitations. Additionally, no written solicitation materials can be mailed or distributed prior to the time we have mailed the Company's definitive proxy statement to our shareholders. We expect this mailing to occur in late March.

If you have any questions about the nomination or election process or the Annual Meeting, please feel free to call Meg Wright at (312) 930-3305.

CME Group Inc. plans to file with the Securities and Exchange Commission and mail a proxy statement to our shareholders containing information about the company and certain proposals to be presented to a vote of shareholders at its 2019 Annual Meeting. Shareholders of CME Group Inc. should read the proxy statement carefully when it becomes available because it will contain important information about the proposals to be considered at the Annual Meeting, the persons soliciting proxies related to the proposals, their interests in the proposals and related matters.

Shareholders can obtain free copies of the proxy statement when it becomes available by contacting the Shareholder Relations and Member Services Department, CME Group Inc., 20 South Wacker Drive, Chicago, Illinois 60606. Shareholders will be able to obtain free copies of the proxy statement filed by CME Group Inc. with the Securities and Exchange Commission in connection with the Annual Meeting at the Securities and Exchange Commission's Web site at www.sec.gov. In addition to the proxy statement, CME Group Inc. files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, which are also available at the Securities and Exchange Commission's Web site at www.sec.gov.

CME Group Inc. and its directors, executive officers and certain members of management and other employees may be deemed to be participants in the solicitation of proxies of CME Group Inc.'s shareholders to approve the proposals. These individuals may have interests in the proposals. A detailed list of the names, affiliations and interests of the participants in the solicitation will be contained in the proxy statement.