

CBOE Holdings, Inc.  
Form 8-K  
May 27, 2010

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

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **May 26, 2010**

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**CBOE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

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**333-140574**  
(Commission File Number)

**20-5446972**  
(IRS Employer Identification No.)

**400 South LaSalle Street**

**Chicago, Illinois 60605**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code **(312) 786-5600**

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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:

- Written communications pursuant to Rule 425 under the Securities Act (16 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (16 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (16 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (16 CFR 240.13e-4(c))
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ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On May 26, 2010, Kevin L. Murphy, John E. Smollen and Jonathan B. Werts, each of whom are directors of Chicago Board Options Exchange, Incorporated ( CBOE ), C2 Options Exchange, Incorporated ( C2 ) and CBOE Holdings, Inc. (the Company ), resigned as directors of the Company as a result of policies of their respective employers restricting service on public company boards. Mr. Werts also resigned as a director of CBOE and C2. Messrs. Murphy and Smollen will continue as directors of CBOE and C2. The resignations were effective as of May 26, 2010.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements.

None.

(b) Pro Forma Financial Information.

None.

(c) Shell Company Transactions

None.

(d) Exhibits

None.

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.

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CBOE HOLDINGS, INC.  
(Registrant)

By:

/s/ Joanne Moffic-Silver  
Joanne Moffic-Silver  
Executive Vice President, General Counsel and  
Corporate Secretary

Dated: May 27, 2010