

CME GROUP INC.
Form 8-A12B/A
July 01, 2008

FORM 8-A/A

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR
(g) OF THE SECURITIES EXCHANGE ACT OF 1934

CME GROUP INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State of incorporation or organization)

36-4459170

(I.R.S. Employer Identification No.)

20 SOUTH WACKER DRIVE, CHICAGO, IL

(Address of principal executive offices)

60606

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which to be

registered

each class is to be registered

Class A common stock, par value \$.01 per share (including the associated Series A Junior Participating Preferred Stock Purchase Rights)

The NASDAQ Stock Market LLC

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **N/A**

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" relating to the Registrant's Class A Common Stock, \$.01 par value per share, and associated Series A Junior Participating Preferred Stock Purchase Rights, in the Registrant's Registration Statement on Form S-3 (File No. 333-132554), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

Item 2. Exhibits.

The following documents are filed as a part of the registration statement (for the purposes of example only):

| Exhibit No. | Description |
|--------------------|---|
| 1. | Second Amended and Restated Certificate of Incorporation of CME Group Inc. (incorporated by reference to Exhibit 3.1 to CME Group Inc.'s Form 8-K, filed with SEC on July 17, 2007, File No. 000-33379). |
| 2. | Fourth Amended and Restated Bylaws of CME Group Inc. (incorporated by reference to Exhibit 3.2 to CME Group Inc.'s Form 8-K, filed with SEC on July 17, 2007, File No. 000-33379). |
| 3. | Rights Agreement, dated as of November 30, 2001, between Chicago Mercantile Exchange Holdings Inc. and Mellon Investor Services LLC (incorporated by reference to Exhibit 4.1 to Chicago Mercantile Exchange Holdings Inc.'s Form 8-A, filed with the SEC on December 4, 2001, File No. 000-33379), including First Amendment thereto, dated as of November 13, 2002, between Chicago Mercantile Exchange Holdings Inc., Mellon Investor Services, LLC and Computershare Investor Services, LLC (incorporated by reference to Exhibit 5 to Chicago Mercantile Exchange Holdings Inc.'s Form 8-A, filed with the SEC on November 29, 2002, File No. 001-31553); Second Amendment thereto, dated October 26, 2005, by and between Chicago Mercantile Exchange Holdings Inc. and Computershare Investor Services, LLC (incorporated by reference to Exhibit 4.1 to Chicago Mercantile Exchange Holdings Inc.'s Form 8-K filed with the SEC on October 27, 2005, File No. 001-31553). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CME Group Inc.

June 30, 2008

By: /s/ Kathleen M. Cronin

Name: **Kathleen M. Cronin**

Title: **Managing Director, General Counsel and Corporate Secretary**