

CBOT HOLDINGS INC
Form 425
June 14, 2007

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 14, 2007

Chicago Mercantile Exchange Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-33379

36-4459170

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

20 South Wacker Drive, Chicago, Illinois

60606

(Address of principal executive offices)

(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:

- 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))

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Item 1.01 Entry into a Material Definitive Agreement.

On June 14, 2007, Chicago Mercantile Exchange Holdings Inc., a Delaware corporation ("CME Holdings"), CBOT Holdings, Inc. ("CBOT Holdings") and the Board of Trade of the City of Chicago, Inc., a Delaware corporation and a subsidiary of CBOT Holdings ("CBOT"), entered into Amendment No. 3 (the "Amendment") to the Agreement and Plan of Merger, dated as of October 17, 2006 and amended as of December 20, 2006 and May 11, 2007, by and among CME Holdings, CBOT Holdings and CBOT (the "Merger Agreement").

Pursuant to the Amendment, all CBOT Holdings Class A shareholders of record will receive a one-time cash dividend of \$9.14 per share. The dividend will be declared by CBOT Holdings before the close of the merger and paid immediately prior to the merger, after all the conditions to the merger have been satisfied. In addition, eligible holders of Chicago Board Options Exchange ("CBOE") exercise rights ("ERP") will have an additional choice regarding their exercise rights: (i) the right to continue as a class member in the CBOE lawsuit and a guarantee, even if the lawsuit is lost or settled, of up to a \$250,000 payment; or (ii) for CBOT members who do not want to pursue the lawsuit, the right to sell their ERP to CBOT for \$250,000 payable following the closing of the merger. CME Holdings eliminated the \$15 million cap on out-of-pocket costs (including attorneys' fees) incurred with respect to its obligations to prosecute the ERP litigation and defend against any other proceedings brought to challenge the exercise rights. A five-person committee of the Board of Directors of CME Group, Inc., including three CBOT directors, will have veto authority over CBOT rule changes, including member fees, that could materially impair the business opportunities of CBOT members. This veto authority will extend to the 2012 Annual Meeting of Stockholders. Pursuant to the Amendment, the CME Group certificate of incorporation and bylaws were amended to extend the period of time during which the CBOT directors, as defined in the Merger Agreement, are designated to serve on the CME Group board of directors until the 2012 annual meeting of stockholders.

The foregoing summary of the Amendment, and the transactions contemplated thereby, does not purport to be complete and is subject to and qualified in its entirety by the full text of the Amendment, which is attached hereto as Exhibit 2.1, and the full text of the Merger Agreement, which was filed as Exhibit 2.1 to CME Holdings' Current Report on Form 8-K, filed on October 19, 2006, and Amendment No 2, which was filed as Exhibit 2.1 to CME Holdings' Current Report, filed on May 11, 2007.

Item 8.01 Other Events.

On June 14, 2007, CME Holdings and CBOT Holdings issued a joint press release announcing the amendment of the Merger Agreement.

The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

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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.

Chicago Mercantile Exchange Holdings Inc.

June 14, 2007

By: *Kathleen M. Cronin*

*Name: Kathleen M. Cronin
Title: Managing Director, General Counsel and Corporate
Secretary*

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| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 2.1 | Amendment No. 3 to the Agreement and Plan of Merger, dated as of June 14, 2007, among Chicago Mercantile Exchange Holdings Inc., CBOT Holdings, Inc. and Board of Trade of the City of Chicago |
| 99.1 | Joint Press Release, dated June 14, 2007 |