

GFI Group Inc.  
Form 425  
January 20, 2015

**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): January 20, 2015**

**CME GROUP INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-31553**  
**(Commission**

**File Number)**

**20 South Wacker Drive, Chicago, Illinois 60606**

**36-4459170**  
**(IRS Employer**

**Identification No.)**

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**(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 (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 January 20, 2015, CME Group Inc. ( CME Group ) issued a press release announcing that they had delivered revised agreements executed by CME Group to the Special Committee of the Board of Directors of GFI Group Inc. ( GFI Group ) proposing to amend the definitive agreements (the Proposed 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 Proposed Transaction Amendments, once executed by GFI Group, the consideration payable to GFI Group stockholders would increase from \$5.60 per share in CME Group stock to \$5.85 per share, payable in a mix of shares of CME Group Class A common stock and cash.

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

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release issued by CME 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: January 20, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release issued by CME Group Inc.