

CBOE Holdings, Inc.  
Form S-1/A  
June 11, 2010

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As filed with the Securities and Exchange Commission on June 11, 2010

Registration No. 333-165393

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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Amendment No. 4  
to

**FORM S-1**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**CBOE Holdings, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**6200**  
(Primary Standard Industrial  
Classification Code Number)  
**c/o Chicago Board Options Exchange, Incorporated**  
**400 South LaSalle Street**  
**Chicago, Illinois 60605, (312) 786-5600**

**20-5446972**  
(I.R.S. Employer  
Identification Number)

(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)

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**Joanne Moffic-Silver**  
**Executive Vice President and General Counsel**  
**Chicago Board Options Exchange, Incorporated**  
**400 South LaSalle Street**  
**Chicago, Illinois 60605**  
**(312) 786-7462**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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**Copies to:**

**David McCarthy**  
**Richard T. Miller**  
**Schiff Hardin LLP**  
**233 S. Wacker Drive**  
**Chicago, Illinois 60606**  
**(312) 258-5500**

**Robert E. Buckholz, Jr.**  
**Catherine M. Clarkin**  
**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, NY 10004**  
**(212) 558-4000**

**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable after the effective date of this Registration Statement.**

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large accelerated filer     
  Accelerated filer     
  Non-accelerated filer     
  Smaller reporting company  
 (Do not check if a smaller reporting company)

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### CALCULATION OF REGISTRATION FEE

| Title of each class of securities<br>to be registered | Proposed maximum<br>aggregate offering<br>price(1)(2) | Amount of<br>registration fee(3) |
|---|---|----------------------------------|
| Unrestricted Common Stock, par value \$0.01 per share | \$390,195,000   | \$27,821                         |

- (1) Includes shares of unrestricted common stock that the underwriters have the option to purchase.
- (2) Estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (3) Previously paid.
- 

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**EXPLANATORY NOTE**

CBOE Holdings, Inc. has prepared this Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-165393) solely for the purpose of filing an exhibit to the Registration Statement, as amended in Item 16 of Part II. No change is made hereby to the prospectus constituting Part I of the Registration Statement or Items 13, 14, 15 or 17 of Part II of the Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) **Exhibits:** Reference is made to the Exhibit Index following the signature pages hereto, which Exhibit Index is hereby incorporated into this Item.

II-1

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Paul Kepes

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Director

June 11, 2010

Stuart J. Kipnes

II-2

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| SIGNATURE                           | TITLE    | DATE          |
|-------------------------------------|----------|---------------|
| *<br>_____<br>Duane R. Kullberg     | Director | June 11, 2010 |
| *<br>_____<br>Benjamin R. Londergan | Director | June 11, 2010 |
| *<br>_____<br>R. Eden Martin        | Director | June 11, 2010 |
| *<br>_____<br>Roderick A. Palmore   | Director | June 11, 2010 |
| *<br>_____<br>Susan M. Phillips     | Director | June 11, 2010 |
| *<br>_____<br>William R. Power      | Director | June 11, 2010 |
| *<br>_____<br>Samuel K. Skinner     | Director | June 11, 2010 |
| *<br>_____<br>Carole E. Stone       | Director | June 11, 2010 |
| *<br>_____<br>Howard L. Stone       | Director | June 11, 2010 |
| *<br>_____<br>Eugene S. Sunshine    | Director | June 11, 2010 |

\*By: /s/ WILLIAM J. BRODSKY

\_\_\_\_\_  
Attorney-in-fact

II-3

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 1                         | Form of Underwriting Agreement*   |
| 3.1                       | Amended and Restated Certificate of Incorporation of CBOE Holdings, Inc. (incorporated by reference to Annex C to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)   |
| 3.2                       | Amended and Restated Bylaws of CBOE Holdings, Inc. (incorporated by reference to Annex D to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)   |
| 5                         | Opinion of Schiff Hardin LLP as to legality of the securities being registered*   |
| 10.1                      | Restated License Agreement, dated November 1, 1994, by and between Standard & Poor's Financial Services LLC (as successor-in-interest to Standard & Poor's, a division of McGraw-Hill, Inc.) and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)**                                       |
| 10.2                      | Amendment No. 1 to the Restated License Agreement, dated January 15, 1995, by and between Standard & Poor's Financial Services LLC (as successor-in-interest to Standard & Poor's, a division of McGraw-Hill, Inc.) and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)**                |
| 10.3                      | Amendment No. 2 to the Restated License Agreement, dated April 1, 1998, by and between Standard & Poor's Financial Services LLC (as successor-in-interest to Standard & Poor's, a division of The McGraw-Hill Companies, Inc.) and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant) **    |
| 10.4                      | Amendment No. 3 to the Restated License Agreement, dated July 28, 2000, by and between Standard & Poor's Financial Services LLC (as successor-in-interest to Standard & Poor's, a division of The McGraw-Hill Companies, Inc.) and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant) **    |
| 10.5                      | Amendment No. 4 to the Restated License Agreement, dated October 27, 2000, by and between Standard & Poor's Financial Services LLC (as successor-in-interest to Standard & Poor's, a division of The McGraw-Hill Companies, Inc.) and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant) ** |
| 10.6                      | Amendment No. 5 to the Restated License Agreement, dated March 1, 2003, by and between Standard & Poor's Financial Services LLC (as successor-in-interest to Standard & Poor's, a division of The McGraw-Hill Companies, Inc.) and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant) **    |
| 10.7                      | Amended and Restated Amendment No. 6 to the Restated License Agreement, dated February 24, 2009, by and between Standard & Poor's Financial Services LLC and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)**   |

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| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 10.8                  | Amended and Restated Amendment No. 7 to the Restated License Agreement, dated February 24, 2009, by and between Standard & Poor's Financial Services LLC and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)**  |
| 10.9                  | Amendment No. 8 to the Restated License Agreement, dated January 9, 2005, by and between Standard & Poor's Financial Services LLC (as successor-in-interest to Standard & Poor's, a division of The McGraw-Hill Companies, Inc.) and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant) ** |
| 10.10                 | Amendment No. 10 to the Restated License Agreement, dated June 19, 2009, by and between Standard & Poor's Financial Services LLC and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)**   |
| 10.11                 | Chicago Board Options Exchange, Incorporated Executive Retirement Plan (incorporated by reference to Exhibit 10.13 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)  |
| 10.12                 | Chicago Board Options Exchange, Incorporated Supplemental Retirement Plan (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)   |
| 10.13                 | Chicago Board Options Exchange, Incorporated Deferred Compensation Plan for Officers (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)  |
| 10.14                 | Amended and Restated Employment Agreement, effective December 31, 2009, by and between the Chicago Board Options Exchange, Incorporated and William J. Brodsky (incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)  |
| 10.15                 | Amended and Restated Employment Agreement, effective December 31, 2009, by and between the Chicago Board Options Exchange, Incorporated and Edward J. Joyce (incorporated by reference to Exhibit 10.17 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)   |
| 10.16                 | Amended and Restated Employment Agreement, effective December 31, 2008, by and between the Chicago Board Options Exchange, Incorporated and Richard G. DuFour (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)   |
| 10.17                 | Amended and Restated Employment Agreement, effective December 31, 2009, by and between the Chicago Board Options Exchange, Incorporated and Edward T. Tilly (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)   |
| 10.18                 | Amended and Restated Letter of Agreement, effective December 31, 2008, by and between the Chicago Board Options Exchange, Incorporated and Alan J. Dean (incorporated by reference to Exhibit 10.20 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)   |
| 10.19                 | Credit Agreement, dated as of December 23, 2008, among Chicago Board Options Exchange, Incorporated, CBOE Holdings, Inc. and Bank of America, N.A. (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)  |

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| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 10.20                 | Amended and Restated CBOE Holdings, Inc. Long-Term Incentive Plan  |
| 10.21                 | Amended and Restated License Agreement, dated September 29, 2006, by and between Dow Jones & Company, Inc. and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10.23 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)** |
| 10.22                 | Amendment No. 11 to the Restated License Agreement, dated as of April 29, 2010, by and between Standard & Poor's Financial Services LLC and the Chicago Board Options Exchange, Incorporated (incorporated by reference to Exhibit 10 to the Registrant's Form 8-K filed on May 11, 2010)                |
| 21                    | Subsidiaries of CBOE Holdings, Inc. (incorporated by reference to Exhibit 21 to the Registration Statement on Form S-4 (Registration No. 333-140574) of the Registrant)  |
| 23.1                  | Consent of Independent Registered Public Accounting Firm   |
| 23.2                  | Consent of Schiff Hardin LLP (included in Exhibit 5)   |
| 24                    | Powers of Attorney*  |

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\*  
Previously filed.

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Portions of these documents have been omitted and filed separately with the SEC pursuant to a request for confidential treatment pursuant to Rule 406 of the Securities Act.

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QuickLinks

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

SIGNATURES

EXHIBIT INDEX