

NYSE Euronext
Form DEF 14A
May 07, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

NYSE Euronext

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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May 4, 2007

Dear NYSE Euronext Stockholder:

You are cordially invited to attend the 2007 annual meeting of stockholders of NYSE Euronext scheduled for Thursday, June 7, 2007, at 8:00 a.m., New York time, at 11 Wall Street, New York, New York 10005. The Board of Directors and management look forward to greeting you.

Enclosed you will find a notice of annual meeting of stockholders setting forth the business that we expect to come before the meeting, our proxy statement, a form of proxy card and our annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2006. Please review these documents carefully.

The agenda for this year's meeting includes the election of directors and ratification of the appointment of our independent auditors. Our Board of Directors recommends that you vote FOR both the election of directors and ratification of the appointment of our independent auditors.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted. After reading the enclosed proxy statement, please submit your proxy through the Internet or by touch-tone telephone using the procedures described on the proxy card. Alternatively, you may wish to complete, sign, date and promptly return the proxy card by mail in the self-addressed envelope that we have included for your convenience. No postage is required if it is mailed in the United States. Submitting the proxy before the annual meeting will not preclude you from voting in person at the annual meeting should you decide to attend.

We must receive votes submitted via the Internet or by touch-tone telephone by 11:59 p.m., New York time, on June 6, 2007 in order for them to be counted at the Annual Meeting. We encourage you to vote via the Internet using the control number that appears on the front of your proxy card and to choose to view future mailings electronically rather than receiving them on paper.

On behalf of the Board of Directors, thank you for your continued support.

John A. Thain

Chief Executive Officer

Jean-François Théodore

Deputy Chief Executive Officer

To Vote by Internet and to Receive Materials Electronically

Read the Proxy Statement

Go to the website (www.proxyvote.com) that appears on your proxy card.

Enter the control number found in the shaded box on the front of your proxy card and follow the simple instructions.

Choose to receive an e-mail notice when proxy statements and annual reports are available for viewing over the Internet. You will cut down on bulky paper mailings, help the environment, and lower expenses paid by NYSE Euronext, your company.

NYSE EURONEXT

11 WALL STREET

NEW YORK, NY 10005

NOTICE OF

2007 ANNUAL MEETING OF STOCKHOLDERS

May 4, 2007

The 2007 annual meeting of stockholders (the Annual Meeting) of NYSE Euronext, a Delaware corporation (the Company), will be held Thursday, June 7, 2007, at 8:00 a.m., New York time, at 11 Wall Street, New York, New York 10005, for the following purposes:

1. To elect twenty-two members of the Company s Board of Directors to serve until the 2008 annual meeting of stockholders.
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2007.
3. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Additional information regarding the matters to be acted on at the Annual Meeting is included in the Company s accompanying proxy statement.

The record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Meeting, or any adjournment or postponement thereof, was the close of business on April 27, 2007. A list of the stockholders of record as of April 27, 2007 will be available for inspection during ordinary business hours at the Company s offices located at 20 Broad Street, New York, NY 10005, from May 24, 2007 to June 6, 2007, as well as at the Annual Meeting.

In accordance with our security procedures, all persons attending the Annual Meeting must present their photo identification and submit to screening by metal detector and x-ray examination of all packages, handbags and luggage.

You have the right to receive this notice and vote at the Annual Meeting if you were a stockholder of record at the close of business on April 27, 2007. Whether or not you expect to attend the Annual Meeting, stockholders are requested to vote their shares via the Internet or by touch-tone phone using the procedures described on the proxy card or to sign, date and return the enclosed proxy card in the envelope provided. We must receive votes submitted via the Internet or by touch-tone telephone by 11:59 p.m., New York time, on June 6, 2007 in order for them to be counted at the Annual Meeting.

By Order of the Board of Directors,

Jan-Michiel Hessels

Chairman of the Board of Directors

Marshall N. Carter

Deputy Chairman of the Board of Directors

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NYSE EURONEXT

11 WALL STREET

NEW YORK, NY 10005

PROXY STATEMENT

2007 ANNUAL MEETING OF STOCKHOLDERS

JUNE 7, 2007

INTRODUCTION

This proxy statement and the accompanying proxy card is being furnished in connection with a solicitation of proxies by the Board of Directors (Board or Board of Directors) of NYSE Euronext, a Delaware corporation (NYSE Euronext , the Company , we , us or our), to be used at the annual meeting of stockholders (the Annual Meeting) scheduled for Thursday, June 7, 2007, at 8:00 a.m., New York time, at 11 Wall Street, New York, NY 10005.

We are pleased to offer a webcast of our 2007 annual meeting. If you choose to view the webcast, go to www.nyseeuronext.com/investor-relations shortly before the meeting time and follow the instructions provided. If you miss the meeting, you can view a replay of the webcast on that site until June 14, 2007. Please note that you will not be able to vote your shares via the webcast or ask questions via the webcast. If you plan to view the webcast, please submit your vote using one of the methods described in these materials by 11:59 p.m., New York time, on June 6, 2007.

The approximate date on which this proxy statement and the accompanying meeting notice, a form of proxy and our annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2006 are first being sent to stockholders is May 4, 2007. Whenever we refer in this proxy statement to the Annual Meeting, we are also referring to any meeting that results from any postponement or adjournment of the June 7, 2007 meeting.

Holders of our common stock, par value \$0.01 per share (the Common Stock), as of the close of business on April 27, 2007, will be entitled to notice of, and to vote at, the Annual Meeting. On that date, approximately 1,608 stockholders of record held approximately 263.9 million shares of our outstanding Common Stock, each of which is entitled to one vote for each matter to be voted on at the Annual Meeting, subject to the voting limitations described below.

We encourage you to vote your shares, either by voting in person at the Annual Meeting or by granting a proxy (*i.e.*, authorizing someone to vote your shares). If you execute the attached proxy card or vote by Internet or touch-tone telephone, the individuals designated on that card (Jan-Michiel Hessels, Marshall N. Carter, John A. Thain and Jean-François Théodore) will vote your shares according to your instructions. If any matter other than the election of directors and ratification of the appointment of our independent auditors is presented at the Annual Meeting, the designated individuals will, to the extent permissible, vote all proxies in the manner that the Board may recommend or, in the absence of such recommendation, in the manner they perceive to be in the best interests of the Company.

If you execute the enclosed proxy card but do not give instructions, your proxy will be voted as follows: FOR the election of the nominees for directors named below, FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm, which we refer to as our independent auditors, for our fiscal year ending December 31, 2007 and otherwise in accordance with the recommendations of the Board or the judgment of the persons voting the proxy on any other matter properly brought before the Annual Meeting.

Information on how you may vote at the Annual Meeting (such as granting a proxy that directs how your shares should be voted, or attending the Annual Meeting in person), as well as how you can revoke a proxy, are contained in this proxy statement below under *Solicitation of Proxies* and *Voting*.

CERTAIN TERMS

Throughout this document, unless otherwise specified or the context otherwise requires:

AMF refers to Autorité de Marchés Financiers;

Archipelago refers to Archipelago Holdings, Inc., a Delaware corporation, and its subsidiaries and, where the context requires, its predecessor, Archipelago Holdings, LLC, a Delaware limited liability company and its subsidiaries;

combination agreement refers to the Combination Agreement, dated as of June 1, 2006, as amended and restated as of November 24, 2006, by and among NYSE Group, Euronext, NYSE Euronext, and Jefferson Merger Sub, Inc., a Delaware corporation and a newly formed, wholly owned subsidiary of NYSE Euronext;

Euronext refers to Euronext N.V., a company organized under the laws of the Netherlands, and its subsidiaries;

NYSE refers to (1) prior to the completion of the merger between the New York Stock Exchange, Inc. and Archipelago, which occurred on March 7, 2006, New York Stock Exchange, Inc., a New York Type A not-for-profit corporation and a registered U.S. national securities exchange, and (2) after the completion of such merger on March 7, 2006, New York Stock Exchange LLC, a New York limited liability company and a registered U.S. national securities exchange, and, where the context requires, its subsidiaries, NYSE Market, Inc., a Delaware corporation, and NYSE Regulation, Inc., a New York not-for-profit corporation;

NYSE Arca refers to NYSE Arca, L.L.C., a Delaware limited liability company (formerly known as Archipelago Exchange, L.L.C.), and NYSE Arca, Inc., a Delaware corporation (formerly known as the Pacific Exchange, Inc.), and NYSE Arca Equities, Inc., a Delaware corporation (formerly known as PCX Equities, Inc.);

NYSE Arca, Inc., where that specific term is used, refers to the entity registered as a U.S. national securities exchange (formerly known as the Pacific Exchange, Inc.);

NYSE Group refers to NYSE Group, Inc., a Delaware corporation, and its subsidiaries;

NYSE Euronext we, us and our or the Company refers to NYSE Euronext, a Delaware corporation, and its subsidiaries; and

SEC refers to the U.S. Securities and Exchange Commission.

SOLICITATION OF PROXIES

General

The attached proxy card allows you to instruct the designated individuals on how to vote your shares. You may vote in favor of, against, or abstain from voting on the ratification of the appointment of our independent auditors. With respect to the election of directors, you may vote in favor of all nominees, withhold your vote as to all nominees or withhold your vote as to specific nominees.

Who may solicit proxies

Directors, officers and employees of the Company may solicit proxies on behalf of the Board via regular and electronic mail, telephone, fax and personal contact. Georgeson, Inc. has been retained to assist in soliciting proxies in the United States at a fee of \$10,000 plus distribution costs and other expenses. In addition, Fortis N.V. has been retained to assist in soliciting proxies in Europe and to act as our centralization agent in Europe at a fee of 7,500 plus distribution costs and other expenses.

Costs of soliciting proxies

The Company will pay the cost of soliciting proxies. Directors, officers and employees of the Company will receive no additional compensation for soliciting proxies. The Company will reimburse certain brokerage firms, banks, custodians and other fiduciaries for the reasonable mailing and other expenses they incur in forwarding proxy materials to the beneficial owners of stock that those brokerage firms, banks, custodians and fiduciaries hold of record.

VOTING

Stockholders entitled to vote and shares outstanding

You may vote your shares at the Annual Meeting only if you were a stockholder of record at the close of business on April 27, 2007 (the Record Date). As of the Record Date, approximately 263.9 million shares of Common Stock were issued and outstanding and the Company had no other class of equity securities issued and outstanding. Subject to the voting limitations described below, you are entitled to one vote for each share of Common Stock you own for each matter to be voted on at the Annual Meeting. The number of shares you own (and may vote) is listed on the proxy card.

Voting and Ownership Limitations

Our Certificate of Incorporation places certain ownership and voting limits on the holders of our Common Stock. Specifically, under our certificate of incorporation:

no Person (either alone or together with its Related Persons (each as defined in Annex A)) may beneficially own shares of our Common Stock representing in the aggregate more than 20% of the total number of votes entitled to be cast on any matter; and

no Person (either alone or together with its Related Persons) shall be entitled to vote or cause the voting of shares of our Common Stock representing in the aggregate more than 10% of the total number of votes entitled to be cast on any matter, and no Person (either alone or together with its Related Persons) may acquire the ability to vote more than 10% of the total number of votes entitled to be cast on any matter by virtue of agreements entered into by other persons not to vote shares of our outstanding capital stock.

In the event that a Person, either alone or together with its Related Persons, beneficially owns shares of our Common Stock representing more than 20% of the total number of votes entitled to be cast on any matter, such Person and its Related Persons shall be obligated to sell promptly, and NYSE Euronext shall be obligated to purchase promptly, at a price equal to the par value of such shares of stock and to the extent that funds are legally available for such purchase, that number of shares of our Common Stock necessary so that such Person, together

with its Related Persons, shall beneficially own shares of our Common Stock representing in the aggregate no more than 20% of the total number of votes entitled to be cast on any matter, after taking into account that such repurchased shares shall become treasury shares and shall no longer be deemed to be outstanding.

In the event that a Person, either alone or together with its Related Persons, possesses more than 10% of the total number of votes entitled to be cast on any matter (including if it possesses this voting power by virtue of agreements entered into by other persons not to vote shares of our outstanding capital stock), then such Person, either alone or together with its Related Persons, will not be entitled to vote or cause the voting of these shares of our capital stock to the extent that such shares represent in the aggregate more than 10% of the total number of votes entitled to be cast on any matter, and NYSE Euronext shall disregard any such votes purported to be cast in excess of this percentage.

The voting limitations do not apply to a solicitation of a revocable proxy by or on behalf of NYSE Euronext or by any officer or director of NYSE Euronext acting on behalf of NYSE Euronext or to a solicitation of a revocable proxy by a NYSE Euronext stockholder in accordance with Regulation 14A under the Securities Exchange Act of 1934, as amended (the Exchange Act). This exception, however, does not apply to certain solicitations by a stockholder pursuant to Rule 14a-2(b)(2) under the Exchange Act, which permits a solicitation made otherwise than on behalf of NYSE Euronext where the total number of persons solicited is not more than ten.

Our Board of Directors may waive the provisions regarding ownership and voting limits by a resolution expressly permitting this ownership or voting (which resolution must be filed with and approved by the SEC and all required European regulators prior to being effective), subject to a determination of the Board that:

the acquisition of such shares and the exercise of such voting rights, as applicable, will not impair:

the ability of NYSE Euronext, NYSE Group or the NYSE, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, L.L.C., NYSE Arca, Inc. or NYSE Arca Equities, Inc. (together, the U.S. regulated subsidiaries) to discharge their respective responsibilities under the Exchange Act and the rules thereunder;

the ability of NYSE Euronext, Euronext or the European market subsidiaries to discharge their respective responsibilities under European exchange regulations;

the ability of the SEC to enforce the Exchange Act; or

the ability of European regulators to enforce European exchange regulations;

the acquisition of such shares and the exercise of such voting rights, as applicable, is otherwise in the best interests of NYSE Euronext, its stockholders, its U.S. regulated subsidiaries and its European market subsidiaries;

neither the Person obtaining the waiver nor any of its Related Persons is subject to any statutory disqualification (as defined in Section 3(a)(39) of the Exchange Act) if such Person is seeking to obtain a waiver above the 20% level;

neither the Person obtaining the waiver nor any of its Related Persons has been determined by a European regulator to be in violation of the laws or regulations adopted in accordance with the European Directive on Markets in Financial Instruments applicable to any European market subsidiary requiring such person to act fairly, honestly and professionally, if such person is seeking to obtain a waiver above the 20% level;

for so long as NYSE Euronext directly or indirectly controls NYSE Arca, Inc. or NYSE Arca Equities, Inc., or any facility of NYSE Arca, Inc., neither the person requesting the waiver nor any of its Related Persons is an ETP holder, an OTP holder or an OTP firm if

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such Person is seeking to obtain a waiver above the 20% level; and

for so long as NYSE Euronext directly or indirectly controls the NYSE or NYSE Market, neither the Person requesting the waiver nor any of its Related Persons is a member or member organization of the NYSE if such person is seeking to obtain a waiver above the 20% level.

In making these determinations, our Board of Directors may impose conditions and restrictions on the relevant stockholder or its Related Persons that it deems necessary, appropriate or desirable in furtherance of the objectives of the Exchange Act, the European exchange regulations and the governance of NYSE Euronext.

For purposes of these provisions, a European market subsidiary means a market operator, as defined by the European Directive on Markets in Financial Instruments, that:

was owned by Euronext on April 4, 2007 and continues to be owned by NYSE Euronext; or

is acquired by Euronext after April 4, 2007 (provided that in this case, the acquisition of the market operator shall have been approved by our Board of Directors and the jurisdiction in which such market operator operates is represented in the Euronext College of Regulators).

Our Certificate of Incorporation also provides that our Board of Directors has the right to require any Person and its Related Persons that our Board reasonably believes to be subject to the voting or ownership restrictions summarized above, and any stockholder (including Related Persons) that at any time beneficially owns 5% or more of our outstanding capital stock, to provide to us, upon our Board's request, complete information as to all shares of our capital stock that such stockholder beneficially owns, as well as any other information relating to the applicability to such stockholder of the voting and ownership requirements outlined above.

If you are a Related Person with another holder of our Common Stock where either: (i) you (either alone or with your Related Person) may vote shares of Common Stock representing more than 10% of the then outstanding votes entitled to vote at the Annual Meeting, or (ii) you have entered into an agreement not to vote shares of our Common Stock, the effect of which agreement would be to enable any Person, either alone or with its Related Persons, to vote or cause the voting of shares of our Common Stock that represent in the aggregate more than 10% of the then outstanding votes entitled to be cast at the Annual Meeting, then please so notify the Company by either including that information (including each Related Person's complete name) on your proxy card or by contacting the Secretary by mail at NYSE Euronext, 11 Wall Street, New York, NY 10005, or by phone at +1(212) 656-2061.

How to vote

Information for U.S., Puerto Rican or Canadian Shareholders

Submitting a Proxy via mail, the Internet or telephone

You may submit your proxy with voting instructions either by mail, touch-tone telephone or through the Internet by following the instructions set forth on the enclosed proxy card. Specifically, if you are a stockholder of record on the Record Date and:

you may vote by mailing your proxy card, with voting instructions, to the address listed on your proxy card, calling the toll-free number listed on your proxy card or visiting the website address listed on your proxy card;

if you hold your shares through a broker, nominee, fiduciary or other custodian, you may vote by calling the toll-free telephone number listed on your proxy card or visiting the website address indicated on your proxy card.

If you choose to submit your proxy card by mail, you will be required to mark, sign and date your proxy card and return it in the postage-paid envelope we have provided as instructed on your proxy card. We must receive votes submitted by mail no later than 11:59 p.m., New York time, on June 6, 2007.

If you choose to submit your proxy with voting instructions by touch-tone telephone or through the Internet, you will be required to provide your assigned control number noted on the enclosed proxy card before your proxy will be accepted. In addition to the instructions that appear on the enclosed proxy card, step-by-step

instructions will be provided by recorded telephone message or at the designated website on the Internet. We must receive votes submitted via the Internet or by touch-tone telephone by 11:59 p.m., New York time, on June 6, 2007 in order for them to be counted at the Annual Meeting.

If you are a U.S., Puerto Rican or Canadian shareholder, you may contact NYSE Euronext's U.S. solicitation agent, Georgeson, Inc. (tel 1 (866) 877-6019) with any questions.

Attending the Annual Meeting

You may also attend the Annual Meeting and vote your shares in person by ballot. If you plan to attend the Annual Meeting in person you will need to bring an acceptable form of photo identification, such as a driver's license or passport, and proof of your ownership of our Common Stock as of the close of business on April 27, 2007, the Record Date. If you hold shares in street name (that is, through a bank, broker or other nominee) and would like to attend the Annual Meeting and vote in person, you will need to bring an account statement or other acceptable evidence of ownership of Common Stock as of the close of business on April 27, 2007. Alternatively, in order to vote, you may contact the person in whose name your shares are registered and obtain a proxy from that person and bring it to the Annual Meeting. In accordance with our security procedures, all persons attending the Annual Meeting must present their photo identification and submit to screening by metal detector and x-ray examination of all packages, handbags and luggage.

Information for All Other Shareholders

If you are a shareholder other than a U.S., Puerto Rican or Canadian shareholder, you may contact NYSE Euronext's centralization agent, Fortis Bank (Nederland) N.V., Amsterdam, the Netherlands (tel +31 20 5272445, fax +31 20 5271935) for specific information on how to vote your shares or how to attend the Annual Meeting. Please also note that your completed form must be received by your account holder or financial intermediary in sufficient time to ensure that it will be received by NYSE Euronext's registration agent no later than 11:59a.m. CET on June 4, 2007.

Revoking a proxy

Attending the Annual Meeting will not automatically revoke a proxy that was submitted through the Internet or by touch-tone telephone or mail.

You may revoke a proxy that was submitted through the Internet or by touch-tone telephone at any time before it is exercised by executing a later-dated proxy card, by subsequently voting through the Internet or by touch-tone telephone or by attending the Annual Meeting and voting in person by ballot.

You may revoke a proxy that was submitted by mail at any time before it is exercised by giving written notice revoking the proxy to the Secretary, NYSE Euronext, 11 Wall Street, New York, NY 10005, by subsequently filing another proxy bearing a later date or by attending the Annual Meeting and voting in person by ballot.

Broker authority to vote

Under NYSE member rules, a member broker (*i.e.*, a member of the New York Stock Exchange) who holds shares in street name for customers generally has the authority to vote on certain routine proposals if it has transmitted proxy soliciting materials to the beneficial owner but has not received instructions from that owner. Therefore, if your broker holds shares in your name and delivers this proxy statement to you, the broker is entitled to vote your shares for the election of directors and ratification of the appointment of our independent auditors even if the broker does not receive voting instructions from you. However, certain member brokers will only vote uninstructed shares in the same proportion as all other stockholders vote.

Quorum

A majority of all outstanding shares entitled to vote at the Annual Meeting constitutes a quorum (*i.e.*, the minimum number of shares that must be present or represented by proxy at the Annual Meeting in order to transact business). Subject to the rules regarding the votes necessary to adopt the proposals discussed below, abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present. (Broker non-votes are proxies returned by brokerage firms for which no voting instructions have been received from beneficial owners.) Once a share is represented for any purpose at the Annual Meeting, it will be deemed present for quorum purposes for the remainder of the meeting (including any meeting resulting from an adjournment or postponement of the Annual Meeting, unless a new record date is set).

Votes necessary to adopt proposals

Under our Bylaws, a plurality of the votes cast by stockholders entitled to vote at the Annual Meeting is required for the election of directors. Accordingly, the directorships to be filled at the Annual Meeting will be filled by the nominees receiving the highest number of votes. In the election of directors, votes may be cast in favor of or withheld with respect to any or all nominees. However, despite our Bylaw provisions, we have adopted corporate governance guidelines that include a majority vote policy for the election of directors. Under this policy, in non-contested elections, if a director nominee receives a greater number of withheld or against votes than for votes, the director must immediately tender his or her resignation from the Board, and the Board will decide, through a process managed by the Nominating and Governance Committee and excluding the nominee in question, whether to accept the resignation. The NYSE Euronext Corporate Governance Guidelines are available on our website at www.nyseeuronext.com.

The affirmative vote of a majority of the votes cast by stockholders entitled to vote at the Annual Meeting is required to ratify the appointment of our independent auditors. An abstention from voting on this matter will be treated as present for quorum purposes. However, since an abstention is not treated as a vote for or against the matter, it will have no effect on the outcome of the vote.

Certain stockholder-related matters

There are no stockholder proposals to be brought before the Annual Meeting. To the extent permissible, your proxy will be voted in the manner recommended by the Board or in the discretion of the proxy holders with respect to each matter properly brought before the meeting that has not been enumerated in this proxy statement or for which no specific direction was given on the proxy card. For information regarding inclusion of stockholder proposals in our 2008 Annual Meeting, see the information in this proxy statement under *Stockholder Proposals for 2008 Annual Meeting*.

AVAILABILITY OF CERTAIN DOCUMENTS

Householding of Annual Meeting materials

Some banks, brokers and other nominee record holders may participate in the practice of householding proxy statements and their accompanying documents. This means that only one copy of our proxy statement and our Form 10-K are sent to multiple stockholders sharing the same address. We will promptly deliver a separate copy of these documents to you upon written or oral request to our Investor Relations Department at NYSE Euronext, 11 Wall Street, New York, NY 10005, +1(212) 656-5700 or InvestorRelations@nyse.com. If you want to receive separate copies of the proxy statement and our Form 10-K in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

Our Form 10-K for the fiscal year ended December 31, 2006, as amended, is not proxy soliciting material.

Additional information

We are required to file annual, quarterly and current reports, proxy statements and other reports with the SEC and the AMF. Copies of these filings are available through our Internet website at www.nyseeuronext.com, the SEC's website at www.sec.gov and the AMF's website at www.AMF-France.org. We will furnish copies of our SEC filings (without exhibits), including our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, as amended, without charge to any stockholder upon written or oral request to our Investor Relations Department at NYSE Euronext, 11 Wall Street, New York, NY 10005, +1(212) 656-5700 or InvestorRelations@nyse.com.

Stockholders List

A list of the stockholders of record as of the Record Date will be available for inspection during ordinary business hours at our offices located at NYSE Euronext, 20 Broad Street, New York, NY 10005, from May 24, 2007 to June 6, 2007, as well as at the Annual Meeting. To make arrangements to review the list, stockholders should contact our Secretary at +1(212) 656-2061. On the date of the Annual Meeting the list will be available for inspection by stockholders at the location of the Annual Meeting. In accordance with our security procedures, all persons requesting to inspect the stockholder list, either at our offices or at the location of the Annual Meeting, must present an acceptable form of photo identification, such as a passport or driver's license, and submit to screening by metal detector and x-ray examination of all packages, handbags and luggage.

ELECTION OF DIRECTORS

Board of Directors

Under our Certificate of Incorporation, only our Board of Directors may set the number of directors who may serve on the Board at any time. Our Board of Directors currently consists of twenty-two directors.

At each annual meeting of stockholders, all directors are elected for a one-year term expiring at the next annual meeting of stockholders. Each director will hold office until the director's successor has been elected and qualified, or until the director's earlier resignation or removal. Currently, the Board of Directors consists of Jan-Michiel Hessels (*Chairman*), Marshall N. Carter (*Deputy Chairman*), John A. Thain (*Chief Executive Officer*), Jean-François Théodore (*Deputy Chief Executive Officer*), Ellyn L. Brown, Sir George Cox, André Dirckx, William E. Ford, Sylvain Hefes, Dominique Hoenn, Patrick Houël, Shirley Ann Jackson, James S. McDonald, Duncan M. McFarland, James J. McNulty, Baron Jean Peterbroeck, Alice M. Rivlin, Ricardo Salgado, Robert B. Shapiro, Rijnhard van Tets, Karl M. von der Heyden, and Sir Brian Williamson.

2007 Annual Meeting

The Board proposes the election as directors of the persons named below under *Nominees for Election to the Board of Directors for a Term Expiring in 2008* to hold office for a one-year term expiring at the annual meeting of stockholders to be held in 2008.

If you sign the enclosed proxy card and return it to the Company or submit your proxy by touch-tone telephone or via the Internet, your proxy will be voted in favor of our twenty-two director nominees, for one-year terms expiring at the annual meeting of stockholders to be held in 2008, unless you specifically indicate that you are withholding authority to vote for one or more of those nominees.

All of the twenty-two nominees are current directors of the Company, having been appointed on April 4, 2007 following the consummation of the combination of NYSE Group and Euronext. All of the nominees have been recommended for re-election by our Nominating and Governance Committee and approved and nominated for re-election by the Board of Directors. All nominees have agreed to serve on the Board of Directors if they are

electd. If any nominee is unable (or for whatever reason declines) to stand for election at the Annual Meeting, proxies will be voted in favor of such other person or persons who are recommended by the Nominating and Governance Committee and designated by the Board of Directors, or else the size of the Board of Directors will be reduced.

The Board has determined, upon the recommendation of the Nominating and Governance Committee, and in accordance with our Corporate Governance Guidelines and our Director Independence Policy, that all of our director nominees are "independent" within the meaning of the rules of the New York Stock Exchange and our Director Independence Policy and have no material relationship with NYSE Euronext, its subsidiaries, or its management (either directly or as a partner, stockholder or officer of an organization that has a relationship with NYSE Euronext), with the exception of Mr. Thain, our Chief Executive Officer, and Mr. Théodore, our Deputy Chief Executive Officer. For more information on the Board of Director s determination, see *Corporate Governance Director Independence*.

Additional information, including information concerning the operation of our Board as well as the security ownership and compensation of our directors, is included below in this proxy statement under *Corporate Governance, Compensation and Security Ownership of Certain Beneficial Owners and Management*.

Nominees for Election to the Board of Directors for a Term Expiring in 2008

The Board of Directors proposes the following persons for election as directors to hold office for a one-year term expiring at the annual meeting of stockholders to be held in 2008. Each nominee is currently a member of the NYSE Euronext Board of Directors.

Present Principal Occupation or Employment, Five-Year Employment

Name	Age	History and Other Directorships
Jan-Michiel Hessels	64	Mr. Hessels is the chairman of the NYSE Euronext Board of Directors. Mr. Hessels was chairman of the supervisory board of Euronext since its creation in September 2000. Before that, he was a member of the supervisory board of Amsterdam Exchanges since its creation in 1997. He was the chief executive officer of Royal Vendex KBB from 1990 to 2000, and served on the supervisory boards of Royal Vopak N.V. (the Netherlands) from 1999 to 2005, Laurus N.V. (the Netherlands) from 1998 to 2004, B&N.com Inc. from 1999 to 2003 and Amsterdam Airport Schiphol Group N.V. from 1993 to May 2006. Mr. Hessels is currently a member of the supervisory boards of Euronext Amsterdam N.V. (the Netherlands) (a subsidiary of Euronext), Royal Philips Electronics N.V. (the Netherlands), Heineken N.V. (the Netherlands), and Fortis N.V. (the Netherlands/Belgium). He is currently chairman of Schiphol Airport Development Corporation (the Netherlands), SC Johnson Europlant (the Netherlands), Stichting Particuliere Historische Buitenplaatsen (Dutch Association of Private Historical Estates), and the Dutch National Committee Rembrandt 400. Mr. Hessels also serves on the international advisory boards of the Blackstone Group and SC Johnson Corporation.
Marshall N. Carter	67	Mr. Carter is deputy chairman of the NYSE Euronext Board of Directors. He was chairman of the NYSE Group Board of Directors since April 2005 and director since December 1, 2005. Mr. Carter became a director of the NYSE in November 2003 and was elected chairman of the Board of Directors in April 2005. Mr. Carter is the former chairman and chief executive officer of the State Street Bank and Trust Company, and of its holding company, State Street Corporation, where he served from 1992 until his retirement in 2001. He joined State Street in July 1991, as president and chief operating officer, and became chief executive officer in 1992 and chairman in 1993.

Present Principal Occupation or Employment, Five-Year Employment

Name	Age	History and Other Directorships
John A. Thain	51	Mr. Thain is chief executive officer of NYSE Euronext. He was a director of NYSE Group since June 2005, and was its chief executive officer from December 2005. Mr. Thain joined the NYSE in January 2004, serving as chief executive officer and a director. Previously, Mr. Thain was with The Goldman Sachs Group, Inc. where he served as president and co-chief operating officer from May 1999 to June 2003, and as president and chief operating officer from July 2003 to January 2004. He was a member of The Goldman Sachs Group, Inc. Board of Directors from 1998 to 2003.
Jean-François Théodore	60	Mr. Théodore is deputy chief executive officer of NYSE Euronext. He was the chief executive officer and chairman of the managing board of Euronext since its creation in September 2000. He started his career with the French Treasury (Direction du Trésor) at the Ministry of Economy and Finance from 1974 to 1990, serving as assistant Head of the State Holdings Bureau. He was then seconded for two years to Crédit National. On his return to the Treasury, he was successively appointed Head of the African States Franc Zone Bureau, and Head of the Foreign Investment Bureau. In 1984 Mr. Théodore was appointed Deputy Director in charge of the Banking Department, in 1986 he was appointed Deputy Director in charge of the Investments, Public Corporations Department, and in 1990, he became chief executive officer of ParisBourseSBF S.A. He presided over the International Federation of Stock Exchanges (FIBV) for two years (1993-1994), and served as President of the Federation of European Stock Exchanges (1998-2000). Mr. Théodore is currently a member of the supervisory boards of Atos Euronext Market Solutions Holdings S.A.S., Euroclear plc and MTS Spa, and also serves on the boards of LCH.Clearnet Group Ltd and MBE Holding.
Ellyn L. Brown	57	Ms. Brown was a director of NYSE Group since December 1, 2005 and also served as a director of the NYSE from April 2005 to March 7, 2006, the date on which the merger of the NYSE and Archipelago was completed. Ms. Brown is also a director of NYSE Regulation. Since 1996, she has been president of Brown & Associates, a corporate law and consulting firm that specializes in operations, compliance and governance services for financial services industry clients. She teaches investment adviser and broker-dealer law at Villanova University Law School. Ms. Brown is a Trustee of the Financial Accounting Foundation (the parent of the Financial Accounting Standards Board and Government Accounting Standards Board). She was Maryland Securities Commissioner from 1987-1992 and a member of the board of the National Association of Securities Dealers Regulation, Inc. from 1996-1999. She also served on the board of the Certified Financial Planner Board of Standards, the standard-setting body for the CFP credential, from 2000-2004.
Sir George Cox	66	Sir George was a member of the supervisory board of Euronext since April 18, 2002. Before that, he was a senior independent director of London International Financial Futures & Options Exchange (LIFFE) (United Kingdom) from 1999 until the acquisition of LIFFE by Euronext in 2002. He was director general of the Institute of Directors, an organization representing individual company directors in the United Kingdom, from 1999 to 2004, and director of Enterprise Insight (United Kingdom) from 2000 to 2005. Sir George is chairman of the Design Council, the United Kingdom national

Present Principal Occupation or Employment, Five-Year Employment

Name	Age	History and Other Directorships
André Dirckx	71	strategic body for design. He also serves as a senior independent director of Bradford & Bingley (United Kingdom), as a non-executive director of Shorts (United Kingdom), and as chairman of charitable organization Merlin (Medical Emergency Relief International). He is also a trustee of VSO, the president of the Royal College of Speech and Language Therapists, and a council member of Warwick University and chair of Warwick Business School Board. Mr. Dirckx was a member of the supervisory board of Euronext since its creation in 2000. Before that, he was chairman of the Board of Directors of Brussels Exchanges since 1999 and a member of the