

CME GROUP INC.
Form DEFA14A
April 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No.)

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

CME GROUP INC.

(Name of Registrant as Specified In Its Charter)

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

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No fee required

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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On April 25, 2012, representatives of CME Group Inc. (the Company) met with representatives of ISS Proxy Advisory Services to discuss the Company s 2012 annual meeting and related proposals. A copy of the materials from such meeting are attached hereto.

Presentation to ISS:
CME Group 2012 Annual
Meeting
April 25, 2012

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Enhancements to our Compensation Program

Enhancements to our Corporate Governance

Practices

Related Party Transactions
Agenda

Enhancements to our
Compensation Program

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Since our last annual meeting, we have implemented the following
improvements to our compensation program:

Performance
shares
added
to
our
2011
annual
equity
grants

In 2012, we have increased the performance period for such shares from
one
to
three
years,
linking

the
awards
to
long-term
performance

For 2012, we have added a new long-term performance measure
tied to
three-year growth in our cash earnings on a per share basis

For 2012, we have increased from 25% to 50%
the amount of the annual
equity award delivered in performance shares
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We Have Enhanced Alignment
of Pay with Performance
Tied to our achievement of 2012 cash earnings and annual total shareholder return
relative to the S&P 500
Cash earnings is the measure we use to evaluate the overall
performance of the
Company and to determine dividend payouts

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Our CEO's realized and potential compensation has been aligned with our performance, measured by total shareholder return year-over-year on an indexed basis, and we have achieved consistent growth in our cash earnings.

See pages 40 and 41 of the proxy statement for more detail

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The following table shows the increase in the portion of compensation tied to cash earnings achievement and total relative shareholder return

for our named executive officers. We believe the composition of this

performance-based pay will increase to approximately 50% in 2012 based on the increase in the awards from 25% to 50% of the annual grant.

26%

39%

74%

61%

0%

20%

40%

60%

80%

100%

2010

2011

Percent of NEOs Target Compensation Tied to Cash
Earnings Achievement and Total Shareholder
Return Relative to the S&P 500

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Our short-term incentive program is performance based
and is tied to
our achievement of cash earnings:

2010 -

Cash earnings achievement was 110% of target

2011 -

Target
increased

11%

vs.

prior

year

actual

cash

earnings

Cash earnings achievement was 101% of target

Bonuses for all of our named executive officers decreased
from 2010