

Edgar Filing: NYSE Group, Inc. - Form 8-K/A

NYSE Group, Inc.
Form 8-K/A
May 12, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(AMENDMENT NO. 1)

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

MARCH 7, 2006
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

NYSE Group, Inc.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 001-32829 (Commission File Number) | 20-2786071 (IRS Employer Identification No.) |
|---|---------------------------------------|--|

| | |
|---|---------------------|
| 11 WALL STREET NEW YORK, NEW YORK (Address of principal executive offices) | 10005 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (212) 656-3000

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))

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On March 7, 2006, NYSE Group, Inc. ("NYSE Group") filed an 8-K announcing the

Edgar Filing: NYSE Group, Inc. - Form 8-K/A

combination of the businesses of the New York Stock Exchange, Inc. and Archipelago Holdings, Inc. NYSE Group incorporates that 8-K into this document by reference and hereby amends the 8-K to include the financial statements required below.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) FINANCIAL STATEMENT OF BUSINESSES ACQUIRED

The financial statements required to be filed under this item were previously reported in NYSE Group's Registration Statement on Form S-1, file No. 333-132390, which was declared effective by the Securities and Exchange Commission on May 4, 2006. These financial statements are incorporated into this document by reference.

(b) PRO FORMA FINANCIAL INFORMATION

The financial statements required to be filed under this item were previously reported in NYSE Group's Registration Statement on Form S-1, file No. 333-132390, which was declared effective by the Securities and Exchange Commission on May 4, 2006. These financial statements are incorporated into this document by reference.

(d) EXHIBITS

| Exhibit Number | Description |
|----------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of April 20, 2005, as amended and restated as of July 20, 2005, by and among New York Stock Exchange, Inc., Archipelago Holdings, Inc., NYSE Merger Sub LLC, NYSE Merger Corporation Sub, Inc. and Archipelago Merger Sub, Inc. (Incorporated by reference to Annex A of NYSE Group, Inc.'s Registration Statement on Form S-4 (Registration No. 333-126780), which was declared effective by the Securities and Exchange Commission on November 3, 2005)* |
| 2.2 | Amendment No. 1, dated as of October 20, 2005, to the Amended and Restated Agreement and Plan of Merger, by and among New York Stock Exchange, Inc., Archipelago Holdings, Inc., NYSE Merger Sub LLC, NYSE Merger Corporation Sub, Inc. and Archipelago Merger Sub, Inc. (Incorporated by reference to Annex A of NYSE Group, Inc.'s Registration Statement on Form S-4 (Registration No. 333-126780), which was declared effective by the Securities and Exchange Commission on November 3, 2005)* |
| 2.3 | Amendment No. 2, dated as of November 2, 2005, to the Amendment and Restated Agreement and Plan of Merger, by and among New York Stock Ex- |

change, Inc., Archipelago Holdings, Inc., NYSE Merger Sub LLC, NYSE Merger Corporation Sub, Inc. and Archipelago Merger Sub, Inc. (Incorporated by reference to Annex A of NYSE Group, Inc.'s

Edgar Filing: NYSE Group, Inc. - Form 8-K/A

Registration Statement on Form S-4 (Registration No. 333-126780), which was declared effective by the Securities and Exchange Commission on November 3, 2005)*

- 23.1 Consent of Ernst & Young LLP, independent registered public accounting firm for Archipelago Holdings, Inc.
- 99.1 Press release entitled "New York Stock Exchange/Archipelago Holdings Merger Complete," dated March 7, 2006.*

* Previously filed

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.

NYSE GROUP, INC.

Dated: May 11, 2006

By: /s/ Richard P. Bernard

Name: Richard P. Bernard
Title: Executive Vice President and
General Counsel

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of April 20, 2005, as amended and restated as of July 20, 2005, by and among New York Stock Exchange, Inc., Archipelago Holdings, Inc., NYSE Merger Sub LLC, NYSE Merger Corporation Sub, Inc. and Archipelago Merger Sub, Inc. (Incorporated by reference to Annex A of NYSE Group, Inc.'s Registration Statement on Form S-4 (Registration No. 333-126780), which was declared effective by the Securities and Exchange Commission on November 3, 2005)* |

Edgar Filing: NYSE Group, Inc. - Form 8-K/A

- 2.2 Amendment No. 1, dated as of October 20, 2005, to the Amended and Restated Agreement and Plan of Merger, by and among New York Stock Exchange, Inc., Archipelago Holdings, Inc., NYSE Merger Sub LLC, NYSE Merger Corporation Sub, Inc. and Archipelago Merger Sub, Inc. (Incorporated by reference to Annex A of NYSE Group, Inc.'s Registration Statement on Form S-4 (Registration No. 333-126780), which was declared effective by the Securities and Exchange Commission on November 3, 2005)*
- 2.3 Amendment No. 2, dated as of November 2, 2005, to the Amendment and Restated Agreement and Plan of Merger, by and among New York Stock Exchange, Inc., Archipelago Holdings, Inc., NYSE Merger Sub LLC, NYSE Merger Corporation Sub, Inc. and Archipelago Merger Sub, Inc. (Incorporated by reference to Annex A of NYSE Group, Inc.'s Registration Statement on Form S-4 (Registration No. 333-126780), which was declared effective by the Securities and Exchange Commission on November 3, 2005)*
- 23.1 Consent of Ernst & Young LLP, independent registered public accounting firm for Archipelago Holdings, Inc.
- 99.1 Press release entitled "New York Stock Exchange/Archipelago Holdings Merger Complete," dated March 7, 2006.*

*Previously filed