

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC

Form S-8 POS

September 09, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 9, 2003

REGISTRATION NO. 333-104804

=====

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

(Exact name of registrant as specified in its charter)

DELAWARE

36-4459170

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification No.)

30 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 930-1000

(Address of Principal Executive Offices)

AGREEMENT BETWEEN
CHICAGO MERCANTILE EXCHANGE HOLDINGS INC. AND
JAMES J. McNULTY
(Full Title of Plan)

KATHLEEN M. CRONIN, ESQ.
MANAGING DIRECTOR, GENERAL COUNSEL AND CORPORATE SECRETARY
CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

30 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 930-1000

(Name, Address and Telephone Number,
including Area Code, of Agent for Service)

Copy to:

RODD M. SCHREIBER, ESQ.
Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

CALCULATION OF REGISTRATION FEE

| TITLE OF SHARES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) |
|--|-----------------------------------|---|--|
| Class A Common Stock, par value \$.01 per share (including rights to acquire Series A Junior Participating Preferred Stock pursuant to our rights plan) | 10,000 | \$71.28 | \$712,800 |

- (1) Represents shares of our Class A common stock issuable upon exercise of a portion of the Class A common stock option Mr. McNulty received under his employment agreement, together with an indeterminate number of shares of our Class A common stock that may become issuable under Mr. McNulty's employment agreement as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of our Class A common stock. In accordance with Rule 416 under the Securities Act of 1933, as amended, such indeterminate number of additional shares as may be issuable as a result of such adjustments are also registered hereunder.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rule 455(c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of our Class A common stock on September 8, 2003, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to the Registration Statement on Form S-8 (Registration No. 333-104804) (the "Original Registration Statement") of Chicago Mercantile Exchange Holdings Inc., a Delaware corporation (the "Company"), is being filed by the Company to register an additional 10,000 shares of the Company's Class A common stock, par value \$.01 per share, issuable pursuant to the exercise of a portion of the Class B common stock option granted to the Company's Chief Executive Officer under his employment agreement.

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

The Company hereby incorporates by reference into this Amendment the contents of the Original Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit

| Number | Description |
|--------|--|
| 5.1 | Opinion of Skadden, Arps, Slate, Meagher & Flom (Illinois). |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom (Illinois) (included in Exhibit 5.1). |
| 24.1* | Power of Attorney. |

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* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on September 9, 2003.

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

By /s/ Kathleen M. Cronin

Kathleen M. Cronin
Managing Director, General Counsel and
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated below on September 9, 2003.

| SIGNATURE | TITLE |
|---------------------------------|---|
| * ----- James J. McNulty | President and Chief Executive Officer and Director |
| * ----- Terrence A. Duffy | Chairman of the Board and Director |
| * ----- David G. Gomach | Managing Director and Chief Financial Officer |
| * ----- Nancy W. Goble | Managing Director and Chief Accounting Officer |
| ----- Timothy R. Brennan | Director |
| * ----- Martin J. Gepsman | Director |
| ----- Daniel R. Glickman | Director |

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| | |
|---|----------|
| ----- Scott Gordon ----- | Director |
| * ----- Bruce F. Johnson ----- | Director |
| ----- Gary M. Katler ----- | Director |
| * ----- Patrick B. Lynch ----- | Director |
| * ----- Leo Melamed ----- | Director |
| * ----- William P. Miller II ----- | Director |
| ----- John D. Newhouse ----- | Director |
| * ----- James E. Oliff ----- | Director |
| * ----- William G. Salatich, Jr. ----- | Director |
| * ----- John F. Sandner ----- | Director |
| * ----- Terry L. Savage ----- | Director |
| * ----- Myron S. Scholes ----- | Director |
| * ----- | Director |

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William R. Shepard

* Director

Howard J. Siegel

* Director

David J. Wescott

* By: /s/ Kathleen M. Cronin

Kathleen M. Cronin, as attorney-in-fact

INDEX TO EXHIBITS

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