

CBOE Holdings, Inc.  
Form 4  
March 07, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mitchell Christopher

(Last) (First) (Middle)

C/O SPECTRUM EQUITY, ONE INTERNATIONAL PLACE

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CBOE Holdings, Inc. [CBOE]

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/03/2017		S		250,000 D \$ 78.3206 (1)	884,970 I	See Footnotes (2) (4)
Common Stock	03/03/2017		S		1,000 D \$ 78.5638 (5)	883,970 I	See Footnotes (3) (4)
Common Stock	03/06/2017		S		171,184 D \$ 78.1998 (6)	712,786 I	See Footnotes (4) (7)
Common Stock	03/07/2017		S		47,816 D \$ 78.1597	664,970 I	See Footnotes

(8) (4) (9)

Common Stock 270 <sup>(10)</sup> D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell Christopher C/O SPECTRUM EQUITY ONE INTERNATIONAL PLACE BOSTON, MA 02110			X	

## Signatures

/s/ Christopher T. Mitchell 03/07/2017

     \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$77.71 to \$78.62 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, full information regarding the number of

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shares sold at each separate price.

- (2) Spectrum Equity Investors VI, L.P. ("SEI VI") is the holder of record of 882,493 shares, Spectrum VI Co-Investment Fund, L.P. ("Co-Investment Fund") is the holder of record of 344 shares and Spectrum VI Investment Managers' Fund, L.P. ("IMF") is the holder of record of 2,133 shares following the reported transaction.
- (3) SEI VI is the holder of record of 881,497 shares, Co-Investment Fund is the holder of record of 343 shares and IMF is the holder of record of 2,130 shares following the reported transaction.
- (4) The general partner of SEI VI is Spectrum Equity Associates VI, L.P., the general partner of which is SEA VI Management, LLC ("SEA VI LLC"). The general partner of IMF and Co-Investment Fund is SEA VI LLC. The Reporting Person may be deemed to share the voting and dispositive power over securities beneficially owned by SEA VI LLC. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.
- (5) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$78.50 to \$78.62 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, full information regarding the number of shares sold at each separate price.
- (6) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$78.00 to \$78.53 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, full information regarding the number of shares sold at each separate price.
- (7) SEI VI is the holder of record of 710,792 shares, Co-Investment Fund is the holder of record of 276 shares and IMF is the holder of record of 1,718 shares following the reported transaction.
- (8) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$77.83 to \$78.38 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, full information regarding the number of shares sold at each separate price.
- (9) SEI VI is the holder of record of 663,110 shares, Co-Investment Fund is the holder of record of 257 shares and IMF is the holder of record of 1,603 shares following the reported transaction.
- (10) The Reporting Person inadvertently reported direct beneficial ownership of 1,135,240 shares in the Form 4 filed March 3, 2017. The Reporting Person directly beneficially owns 270 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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