CME GROUP INC.
Form 10-Q
November 06, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

- OR -

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-31553

CME GROUP 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.)
20 South Wacker Drive, Chicago, Illinois	60606
(Address of principal executive offices)	(Zip Code)

(312) 930-1000

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý

The number of shares outstanding of each of the registrant's classes of common stock as of October 14, 2015 was as follows: 338,233,253 shares of Class A common stock, $0.01 par value; 625 shares of Class B-1 common stock, $0.01

par value; 813 shares of Class B-2 common stock, $0.01 par value; 1,287 shares of Class B-3 common stock, $0.01 par value; and 413 shares of Class B-4 common stock, $0.01 par value.

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PART I. FINANCIAL INFORMATION

Certain Terms

Unless otherwise indicated, references to CME Group Inc. (CME Group or the company) products include references to products listed on one of its regulated exchanges or clearing houses: Chicago Mercantile Exchange Inc. (CME), Board of Trade of the City of Chicago, Inc. (CBOT), New York Mercantile Exchange, Inc. (NYMEX), Commodity Exchange, Inc. (COMEX), CME Clearing Europe Limited (CMECE) and CME Europe Limited (CME Europe). The products listed are subject to the rules and regulations of the particular entity and the applicable rulebook should be consulted. Unless otherwise indicated, references to NYMEX include its subsidiary, COMEX. The clearing houses include CME Clearing, which is our U.S. clearing house and a division of CME, and CMECE. In addition, CME serves as a swap execution facility, which is a regulated platform for swap trading, and serves as a swap data repository, which provides public data on swap transactions and stores confidential swap data for regulatory purposes. All references to “options” or “options contracts” in the text of this document refer to options on futures contracts. Further information about CME Group and its products can be found at http://www.cmegroup.com. Information made available on our website does not constitute a part of this Quarterly Report on Form 10-Q.

Information about Contract Volume and Average Rate per Contract

All amounts regarding contract volume and average rate per contract exclude our credit default swaps and interest rate swaps contracts.

Trademark Information

CME Group is a trademark of CME Group Inc. The Globe logo, CME, Chicago Mercantile Exchange, Globex and E-mini are trademarks of Chicago Mercantile Exchange Inc. CBOT and Chicago Board of Trade are trademarks of Board of Trade of the City of Chicago, Inc. NYMEX, New York Mercantile Exchange and ClearPort are trademarks of New York Mercantile Exchange, Inc. COMEX is a trademark of Commodity Exchange, Inc. KCBT and Kansas City Board of Trade are trademarks of The Board of Trade of Kansas City, Missouri, Inc. Dow Jones, Dow Jones Industrial Average, S&P 500 and S&P are service and/or trademarks of Dow Jones Trademark Holdings LLC, Standard & Poor's Financial Services LLC and S&P/Dow Jones Indices LLC, as the case may be, and have been licensed for use by Chicago Mercantile Exchange Inc. All other trademarks are the property of their respective owners.

Forward-Looking Statements

From time to time, in this Quarterly Report on Form 10-Q as well as in other written reports and verbal statements, we discuss our expectations regarding future performance. These forward-looking statements are identified by their use of terms and phrases such as “believe,” “anticipate,” “could,” “estimate,” “intend,” “may,” “plan,” “expect” and similar expressio including references to assumptions. These forward-looking statements are based on currently available competitive, financial and economic data, current expectations, estimates, forecasts and projections about the industries in which we operate and management's beliefs and assumptions. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied in any forward-looking statements. We want to caution you not to place undue reliance on any forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. Among the factors that might affect our performance are:

- increasing competition by foreign and domestic entities, including increased competition from new entrants into our markets and consolidation of existing entities;
- our ability to keep pace with rapid technological developments, including our ability to complete the development, implementation and maintenance of the enhanced functionality required by our customers while maintaining reliability and ensuring that such technology is not vulnerable to security risks;
- our ability to continue introducing competitive new products and services on a timely, cost-effective basis, including through our electronic trading capabilities, and our ability to maintain the competitiveness of our existing products and services, including our ability to provide effective services to the swaps market;
- our ability to adjust our fixed costs and expenses if our revenues decline;
- our ability to maintain existing customers, develop strategic relationships and attract new customers;

- our ability to expand and offer our products outside the United States;
- changes in domestic and non-U.S. regulations, including the impact of any changes in domestic and non-U.S. laws or government policy with respect to our industry, such as any changes to regulations and policies that require increased financial and operational resources from us or our customers;

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- the costs associated with protecting our intellectual property rights and our ability to operate our business without violating the intellectual property rights of others;
- decreases in revenue from our market data as a result of decreased demand;
- changes in our rate per contract due to shifts in the mix of the products traded, the trading venue and the mix of customers (whether the customer receives member or non-member fees or participates in one of our various incentive programs) and the impact of our tiered pricing structure;
- the ability of our financial safeguards package to adequately protect us from the credit risks of clearing members;
- the ability of our compliance and risk management methods to effectively monitor and manage our risks, including our ability to prevent errors and misconduct and protect our infrastructure against security breaches and misappropriation of our intellectual property assets;
- changes in price levels and volatility in the derivatives markets and in underlying equity, foreign exchange, interest rate and commodities markets;
- economic, political and market conditions, including the volatility of the capital and credit markets and the impact of economic conditions on the trading activity of our current and potential customers;
- our ability to accommodate increases in contract volume and order transaction traffic and to implement enhancements without failure or degradation of the performance of our trading and clearing systems;
- our ability to execute our growth strategy and maintain our growth effectively;
- our ability to manage the risks and control the costs associated with our strategy for acquisitions, investments and alliances;
- our ability to continue to generate funds and/or manage our indebtedness to allow us to continue to invest in our business;
- industry and customer consolidation;
- decreases in trading and clearing activity;
- the imposition of a transaction tax or user fee on futures and options on futures transactions and/or repeal of the 60/40 tax treatment of such transactions;
- the unfavorable resolution of material legal proceedings; and
- the seasonality of the futures business.

For a detailed discussion of these and other factors that might affect our performance, see Item 1A. of our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2015 and Item 1A. of this Quarterly Report on Form 10-Q.

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ITEM 1. FINANCIAL STATEMENTS

CME GROUP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars in millions, except par value data; shares in thousands)
(unaudited)

	September 30, 2015	December 31, 2014
Assets		
Current Assets:		
Cash and cash equivalents	$1,434.3	$1,366.1
Marketable securities	72.4	74.7
Accounts receivable, net of allowance of $1.0 and $1.2	363.8	341.2
Other current assets (includes $32.0 and $37.0 in restricted cash)	267.1	196.5
Performance bonds and guaranty fund contributions	49,321.2	40,566.8
Total current assets	51,458.8	42,545.3
Property, net of accumulated depreciation and amortization of $777.2 and $741.0	496.1	508.9
Intangible assets—trading products	17,175.3	17,175.3
Intangible assets—other, net	2,562.7	2,637.4
Goodwill	7,569.0	7,569.0
Other assets (includes $71.6 and $72.4 in restricted cash)	1,687.7	1,805.6
Total Assets	$80,949.6	$72,241.5
Liabilities and Equity		
Current Liabilities:		
Accounts payable	$38.1	$36.9
Other current liabilities	239.5	927.5
Performance bonds and guaranty fund contributions	49,321.2	40,566.8
Total current liabilities	49,598.8	41,531.2
Long-term debt	2,241.2	2,107.9
Deferred income tax liabilities, net	7,341.5	7,302.7
Other liabilities	391.3	376.2
Total Liabilities	59,572.8	51,318.0
Shareholders' Equity:		
Preferred stock, $0.01 par value, 10,000 shares authorized at September 30, 2015 and December 31, 2014; none issued	—	—
Class A common stock, $0.01 par value, 1,000,000 shares authorized at September 30, 2015 and December 31, 2014; 336,736 and 335,452 shares issued and outstanding as of September 30, 2015 and December 31, 2014, respectively	3.4	3.4
Class B common stock, $0.01 par value, 3 shares authorized, issued and outstanding as of September 30, 2015 and December 31, 2014	—	—
Additional paid-in capital	17,696.2	17,596.6
Retained earnings	3,771.8	3,317.3
Accumulated other comprehensive income (loss)	(94.6)	6.2
Total shareholders' equity	21,376.8	20,923.5
Total Liabilities and Equity	$80,949.6	$72,241.5

See accompanying notes to unaudited consolidated financial statements.

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CME GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(dollars in millions, except per share data; shares in thousands)
(unaudited)

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues				
Clearing and transaction fees	$715.0	$641.8	$2,105.0	$1,903.3
Market data and information services	99.5	87.7	300.3	266.7
Access and communication fees	21.6	20.8	64.4	61.6
Other	14.2	12.1	43.3	39.8
Total Revenues	850.3	762.4	2,513.0	2,271.4
Expenses				
Compensation and benefits	136.4	132.1	419.2	407.3
Communications	7.1	7.8	21.3	24.3
Technology support services	15.4	13.8	47.1	42.3
Professional fees and outside services	33.8	32.2	90.6	99.3
Amortization of purchased intangibles	24.9	25.3	74.8	75.7
Depreciation and amortization	32.4	32.7	97.5	101.1
Occupancy and building operations	23.1	24.7	69.4	71.1
Licensing and other fee agreements	33.1	25.5	92.5	80.2
Other	27.7	37.9	81.8	73.2
Total Expenses	333.9	332.0	994.2	974.5
Operating Income	516.4	430.4	1,518.8	1,296.9
Non-Operating Income (Expense)				
Investment income	2.5	7.4	26.7	25.7
Gains (losses) on derivative investments	—	—	(1.8)	—
Interest and other borrowing costs	(28.3)	(28.7)	(88.5)	(90.7)
Equity in net earnings (losses) of unconsolidated subsidiaries	26.6	20.0	75.1	63.9
Other non-operating income (expense)	(0.8)	—	(42.0)	1.8
Total Non-Operating	—	(1.3)	(30.5)	0.7
Income before Income Taxes	516.4	429.1	1,488.3	1,297.6
Income tax provision	156.5	139.1	533.0	477.2
Net Income	359.9	290.0	955.3	820.4
Less: net income (loss) attributable to non-controlling interest	—	—	—	(0.2)
Net Income Attributable to CME Group	$359.9	$290.0	$955.3	$820.6
Earnings per Common Share Attributable to CME Group:				
Basic	$1.07	$0.87	$2.84	$2.46
Diluted	1.06	0.86	2.83	2.44
Weighted Average Number of Common Shares:				
Basic	336,323	334,424	336,015	334,144
Diluted	338,139	336,172	337,804	335,820

See accompanying notes to unaudited consolidated financial statements.

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CME GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)
(unaudited)

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	$359.9	$290.0	$955.3	$820.4
Other comprehensive income, net of tax:				
Investment securities:				
Net unrealized holding gains (losses) arising during the period	(100.2)	(66.6)	(91.0)	(10.7)
Reclassification of net (gains) losses on sales included in investment income	2.6	—	(3.4)	—
Income tax benefit (expense)	—	(5.0)	1.2	(6.5)
Investment securities, net	(97.6)	(71.6)	(93.2)	(17.2)
Defined benefit plans:				
Net change in defined benefit plans arising during the period	—	—	(0.3)	(3.2)
Amortization of net actuarial (gains) losses included in compensation and benefits expense	0.6	—	2.0	0.2
Income tax benefit (expense)	(0.2)	—	(0.6)	1.1
Defined benefit plans, net	0.4	—	1.1	(1.9)
Derivative investments:				
Net unrealized holding gains (losses) arising during the period	—	—	(4.7)	—
Ineffectiveness on cash flow hedges included in (gains) losses on derivative investments	—	—	1.8	—
Amortization of effective portion of net (gains) losses on cash flow hedges included in interest expense	(0.3)	(0.4)	(0.9)	(1.1)
Income tax benefit (expense)	0.1	0.1	1.5	0.4
Derivative investments, net	(0.2)	(0.3)	(2.3)	(0.7)
Foreign currency translation:				
Foreign currency translation adjustments	(3.4)	(6.9)	(10.0)	(2.7)
Income tax benefit (expense)	1.1	2.6	3.6	1.0
Foreign currency translation, net	(2.3)	(4.3)	(6.4)	(1.7)
Other comprehensive income, net of tax	(99.7)	(76.2)	(100.8)	(21.5)
Comprehensive income	260.2	213.8	854.5	798.9
Less: comprehensive income attributable to non-controlling interests	—	—	—	(0.2)
Comprehensive Income Attributable to CME Group	$260.2	$213.8	$854.5	$799.1

See accompanying notes to unaudited consolidated financial statements.

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CME GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(dollars in millions, except per share data; shares in thousands)
(unaudited)

	Class A Common Stock (Shares)	Class B Common Stock (Shares)	Common Stock and Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2014	335,452	3	$17,600.0	$3,317.3	$ 6.2	$20,923.5
Net income attributable to CME Group				955.3		955.3
Other comprehensive income attributable to CME Group					(100.8)	(100.8)
Dividends on common stock of $1.50 per share				(500.8)		(500.8)
Tax effect related to prior year purchase of non-controlling interest			9.3			9.3
Exercise of stock options	798		51.8			51.8
Excess tax benefits from option exercises and restricted stock vesting			6.7			6.7
Vesting of issued restricted Class A common stock	450		(16.8)			(16.8)
Shares issued to Board of Directors	26		2.4			2.4
Shares issued under Employee Stock Purchase Plan	10		1.0			1.0
Stock-based compensation			45.2			45.2
Balance at September 30, 2015	336,736	3	$17,699.6	$3,771.8	$ (94.6)	$21,376.8

See accompanying notes to unaudited consolidated financial statements.

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CME GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY (continued)
(dollars in millions, except per share data; shares in thousands)
(unaudited)

	Class A Common Stock (Shares)	Class B Common Stock (Shares)	Common Stock and Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total CME Group Shareholders' Equity	Non-Controlling Interest	Total Shareholders' Equity
Balance at December 31, 2013	333,852	3	$17,508.2	$3,494.6	$ 152.0	$21,154.8	$ 5.7	$21,160.5
Net income attributable to CME Group and non-controlling interest				820.6		820.6	(0.2)	820.4
Other comprehensive income attributable to CME Group					(21.5)	(21.5)		(21.5)
Dividends on common stock of $1.41 per share				(473.2)		(473.2)		(473.2)
Tax effect and gain related to purchase of non-controlling interests			(1.5)			(1.5)	(5.5)	(7.0)
Exercise of stock options	590		26.6			26.6		26.6
Excess tax benefits from option exercises and restricted stock vesting			3.3			3.3		3.3
Vesting of issued restricted Class A common stock	496		(16.2)			(16.2)		(16.2)
Shares issued to Board of Directors	34		2.4			2.4		2.4
Shares issued under Employee Stock Purchase Plan	13		0.9			0.9		0.9
Stock-based compensation			40.9			40.9		40.9
Balance at September 30, 2014	334,985	3	$17,564.6	$3,842.0	$ 130.5	$21,537.1	$ —	$21,537.1

See accompanying notes to unaudited consolidated financial statements.

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CME GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(unaudited)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows from Operating Activities		
Net income	$955.3	$820.4
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation	45.2	40.9
Amortization of purchased intangibles	74.8	75.7
Depreciation and amortization	97.5	101.1
Gain on sale of BM&FBOVESPA shares	(3.4)	—
Debt prepayment costs	61.8	—
Undistributed earnings, net of losses, of unconsolidated subsidiaries	(15.2)	(39.2)
Deferred income taxes	49.8	63.1
Change in:		
Accounts receivable	(22.3)	(41.9)
Other current assets	12.4	(9.4)
Other assets	(18.4)	(10.9)
Accounts payable	1.3	(1.2)
Income taxes payable	(70.1)	(141.4)
Other current liabilities	(31.3)	(62.6)
Other liabilities	(0.5)	(11.2)
Other	4.3	5.5
Net Cash Provided by Operating Activities	1,141.2	788.9
Cash Flows from Investing Activities		
Proceeds from maturities of available-for-sale marketable securities	29.3	28.5
Purchases of available-for-sale marketable securities	(29.3)	(29.3)
Purchases of property, net	(90.3)	(104.2)
Proceeds from sale of building property	—	7.9
Investments in business ventures	(7.0)	(10.5)
Proceeds from sale of BM&FBOVESPA shares	69.0	—
Settlement of derivative related to debt issuance	7.0	—
Net Cash Used in Investing Activities	(21.3)	(107.6)
Cash Flows from Financing Activities		
Proceeds from debt, net of issuance costs	743.7	—
Repayment of debt	(673.0)	(750.0)
Cash dividends	(1,174.9)	(1,339.2)
Purchase of non-controlling interest	—	(4.7)
Proceeds from exercise of stock options	51.8	26.6
Excess tax benefits related to employee option exercises and restricted stock vesting	6.7	3.3
Settlement of contingent consideration	(7.0)	—
Other	1.0	0.9
Net Cash Used in Financing Activities	(1,051.7)	(2,063.1)

Net change in cash and cash equivalents	68.2	(1,381.8)
Cash and cash equivalents, beginning of period	1,366.1	2,469.7
Cash and Cash Equivalents, End of Period	$1,434.3	$1,087.9
Supplemental Disclosure of Cash Flow Information		
Income taxes paid	$548.5	$523.9
Interest paid	89.1	111.4

See accompanying notes to unaudited consolidated financial statements.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The consolidated financial statements consist of CME Group Inc. (CME Group) and its subsidiaries (collectively, the company), including Chicago Mercantile Exchange Inc. (CME), Board of Trade of the City of Chicago, Inc. (CBOT), New York Mercantile Exchange, Inc. (NYMEX), Commodity Exchange, Inc. (COMEX), CME Clearing Europe Limited (CMECE) and CME Europe Limited (CME Europe). CME, CBOT, NYMEX, COMEX, CMECE and CME Europe and their subsidiaries are referred to collectively as “the exchange” in the notes to the consolidated financial statements. The clearing houses include CME Clearing, which is the U.S. clearing house and a division of CME, and CMECE.

The accompanying interim consolidated financial statements have been prepared by CME Group without audit. Certain notes and other information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted. In the opinion of management, the accompanying consolidated financial statements include all normal recurring adjustments considered necessary to present fairly the financial position of the company at September 30, 2015 and December 31, 2014 and the results of operations and cash flows for the periods indicated. Quarterly results are not necessarily indicative of results for any subsequent period.

The accompanying consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in CME Group’s Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission (SEC) on February 26, 2015.

2. Performance Bonds and Guaranty Fund Contributions

Performance Bonds and Guaranty Fund Contributions. At September 30, 2015, performance bonds and guaranty fund contribution assets on the consolidated balance sheets include cash and U.S. Treasury securities with maturity dates of 90 days or less. U.S. Treasury securities are purchased by CME, at its discretion, using cash collateral. The benefits, including interest earned, and risks of ownership accrue to CME. Interest earned is included in investment income on the consolidated statements of income. At September 30, 2015, the amortized cost and fair value of the U.S. Treasury securities were both $15.1 billion. The U.S. Treasury securities will mature in the fourth quarter of 2015. Performance bonds and guaranty fund contribution assets also include overnight reverse repurchase agreements that were purchased by CME, at its discretion, using cash collateral. The fair value of the overnight securities under the reverse repurchase agreements was $1.8 billion at September 30, 2015.

Clearing House Contract Settlement. CME Clearing and CMECE mark-to-market open positions for all futures and options contracts twice a day (once a day for CME's cleared-only credit default swap and interest rate swap contracts). Based on values derived from the mark-to-market process, CME Clearing and CMECE require payments from clearing firms whose positions have lost value and make payments to clearing firms whose positions have gained value. Under the extremely unlikely scenario of simultaneous default by every clearing firm who has open positions with unrealized losses, the maximum exposure related to positions other than cleared-only credit default and interest rate swap contracts would be one half day of changes in fair value of all open positions, before considering the clearing houses' ability to access defaulting clearing firms' collateral deposits. For CME's cleared-only credit default swap and interest rate swap contracts, the maximum exposure related to CME Clearing's guarantee would be one full day of changes in fair value of all open positions, before considering CME Clearing's ability to access defaulting clearing firms' collateral. During the first nine months of 2015, CME Clearing and CMECE transferred an average of approximately $4.1 billion a day through their clearing systems for settlement from clearing firms whose positions had lost value to clearing firms whose positions had gained value. CME Clearing and CMECE reduce their guarantee exposure through initial and maintenance performance bond requirements and mandatory guaranty fund contributions. The company believes that its guarantee liability is immaterial and therefore has not recorded any liability at September 30, 2015.

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3. Intangible Assets

Intangible assets consisted of the following at September 30, 2015 and December 31, 2014:

(in millions)	September 30, 2015			December 31, 2014		
	Assigned Value	Accumulated Amortization	Net Book Value	Assigned Value	Accumulated Amortization	Net Book Value
Amortizable Intangible Assets:						
Clearing firm, market data and other customer relationships	$2,838.8	$(730.7)	$2,108.1	$2,838.8	$(658.8)	$2,180.0
Technology-related intellectual property	29.4	(26.3)	3.1	29.4	(23.5)	5.9
Other	2.4	(0.9)	1.5	2.4	(0.9)	1.5
Total amortizable intangible assets	$2,870.6	$(757.9)	2,112.7	$2,870.6	$(683.2)	2,187.4
Indefinite-Lived Intangible Assets:						
Trade names			450.0			450.0
Total intangible assets – other, net			$2,562.7			$2,637.4
Trading products[(1)]			$17,175.3			$17,175.3

(1) Trading products represent futures and options products acquired in our business combinations with CBOT Holdings, Inc., NYMEX Holdings, Inc. and The Board of Trade of Kansas City, Missouri, Inc. Clearing and transaction fees are generated through the trading of these products. These trading products, most of which have traded for decades, require authorization from the Commodity Futures Trading Commission (CFTC). Product authorizations from the CFTC have no term limits.

Total amortization expense for intangible assets was $24.9 million and $25.3 million for the quarters ended September 30, 2015 and 2014, respectively. Total amortization expense for intangible assets was $74.8 million and $75.7 million for the nine months ended September 30, 2015 and 2014, respectively. As of September 30, 2015, the future estimated amortization expense related to amortizable intangible assets is expected to be as follows:

(in millions)	Amortization Expense
Remainder of 2015	$24.7
2016	96.1
2017	95.5
2018	94.7
2019	94.7
2020	94.7
Thereafter	1,612.3

4. Long-Term Investments

In the first nine months of 2015, the company sold approximately 18.2 million shares of BM&FBOVESPA S.A. (BM&FBOVESPA) and recognized a net gain of $3.4 million within investment income on the consolidated statements of income. As of September 30, 2015, the company owned an approximate 5% interest in BM&FBOVESPA. At September 30, 2015, the fair value and cost basis of the remaining investment in BM&FBOVESPA was $253.7 million and $340.0 million, respectively. Substantially all of the difference between the cost basis and fair value of the investment as of September 30, 2015 represents previous changes in foreign currency exchange rates that are suspended in accumulated other comprehensive income and released into current operations as the investment is sold.

5. Debt

In April 2015, the company repaid the $612.5 million fixed rate notes due 2018 and paid a call premium of $60.5 million. As a result of the transaction, the company recognized debt prepayment costs of $61.8 million in the second quarter of 2015, which includes the call premium.

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Long-term debt consisted of the following at September 30, 2015 and December 31, 2014:

(in millions)	September 30, 2015	December 31, 2014
$612.5 million fixed rate notes due March 2018, stated rate of 4.40% (1)	$—	$611.0
$750.0 million fixed rate notes due September 2022, stated rate of 3.00% (2)	748.4	748.2
$750.0 million fixed rate notes due March 2025, stated rate of 3.00% (3)	744.1	—
$750.0 million fixed rate notes due September 2043, stated rate of 5.30% (4)	748.7	748.7
Total long-term debt	$2,241.2	$2,107.9

(1) In February 2010, the company entered into a forward-starting interest rate swap agreement that modified the interest obligation associated with these notes so that the interest payable on the notes effectively became fixed at a rate of 4.46%.

(2) In August 2012, the company entered into a forward-starting interest rate swap agreement that modified the interest obligation associated with these notes so that the interest payable on the notes effectively became fixed at a rate of 3.32%.

(3) In December 2014, the company entered into a forward-starting interest rate swap agreement that modified the interest obligation associated with these notes so that the interest payable on the notes effectively became fixed at a rate of 3.11%.

(4) In August 2012, the company entered into a forward-starting interest rate swap agreement that modified the interest obligation associated with these notes so that the interest payable on the notes effectively became fixed at a rate of 4.73%.

Long-term debt maturities, at par value, were as follows at September 30, 2015:

(in millions)	Par Value
2016	$—
2017	—
2018	—
2019	—
2020	—
Thereafter	2,250.0

6. Contingencies

Legal and Regulatory Matters. In 2008, Fifth Market, Inc. (Fifth Market) filed a complaint against CME Group and CME in the Delaware District Court seeking a permanent injunction against CME's Globex system and unquantified enhanced damages for what the plaintiff alleges is willful infringement of two patents, in addition to costs, expenses and attorneys' fees. The case was stayed pending the outcome of CME's request for reexamination by the U.S. Patent and Trademark Office (USPTO). The reexaminations resulted in some claims being rejected and others being confirmed. In June 2013, the court lifted the stay. The validity of the patents, however, remains subject to further review by the USPTO. CME filed covered business method reviews against both patents for the claims that remain after the reexaminations. All the claims asserted in the litigation have a proceeding instituted against them. The reviews and one reexamination remain under way at the USPTO or are on appeal to the Federal Circuit. Based on its investigation to date and advice from legal counsel, the company believes this suit is without merit and intends to defend itself vigorously against these charges.

The Fifth Market legal matter involves an alleged infringement of intellectual property which, due to its nature, involves a potential liability that is uncertain, difficult to quantify and involves a wide range of potential outcomes. We expect the re-examination and the reviews by the USPTO in the Fifth Market matter, including any appeals thereof, to result in a determination of the validity of the patent at issue which we expect will have an impact on the merits of the matter. Given the uncertainty of factors which may potentially impact the resolution of the matter, at this time the company is unable to estimate the reasonably possible loss or range of reasonably possible loss in the unlikely event it were found to be liable at trial in the matter.

In February 2013, the CFTC filed suit against NYMEX and two former employees alleging disclosure of confidential customer information in violation of the Commodity Exchange Act. NYMEX’s motion to dismiss was denied in

September 2014. Based on its investigation to date and advice from legal counsel, the company believes that it has strong factual and legal defenses to the claim.

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In the normal course of business, the company discusses matters with its regulators raised during regulatory examinations or otherwise subject to their inquiry and oversight. These matters could result in censures, fines, penalties or other sanctions. Management believes the outcome of any resulting actions will not have a material impact on its consolidated financial position or results of operations. However, the company is unable to predict the outcome or the timing of the ultimate resolution of these matters, or the potential fines, penalties or injunctive or other equitable relief, if any, that may result from these matters.

In addition, the company is a defendant in, and has potential for, various other legal proceedings arising from its regular business activities. While the ultimate results of such proceedings against the company cannot be predicted with certainty, the company believes that the resolution of any of these matters on an individual basis will not have a material impact on its consolidated financial position or results of operations.

At September 30, 2015 and December 31, 2014, the company had accrued $3.5 million and $4.3 million, respectively, for legal and regulatory matters that were probable and estimable.

Intellectual Property Indemnifications. Certain agreements with customers and other third parties related to accessing the CME platforms; utilizing market data services, and licensing CME SPAN software may contain indemnifications from intellectual property claims that may be made against customers and other third parties as a result of their use of the applicable products and/or services. The potential future claims relating to these indemnifications cannot be estimated and therefore no liability has been recorded.

7. Guarantees

Mutual Offset Agreement. CME and Singapore Exchange Limited (SGX) have a mutual offset agreement with a current term through October 2016. This agreement enables market participants to open a futures position on one exchange and liquidate it on the other. The term of the agreement will automatically renew for a one-year period unless either party provides advance notice of their intent to terminate. CME must maintain U.S. Treasury securities or irrevocable, standby letters of credit as collateral for this agreement. At September 30, 2015, CME was contingently liable to SGX on letters of credit totaling $710.0 million. Regardless of the collateral, CME guarantees all cleared transactions submitted through SGX and would initiate procedures designed to satisfy these financial obligations in the event of a default, such as the use of performance bonds and guaranty fund contributions of the defaulting clearing firm. The company believes that its guarantee liability is immaterial and therefore has not recorded any liability at September 30, 2015.

Family Farmer and Rancher Protection Fund. In 2012, the company established the Family Farmer and Rancher Protection Fund (the Fund). The Fund is designed to provide payments, up to certain maximum levels, to family farmers, ranchers and other agricultural industry participants who use the company's agricultural commodity products and who suffer losses to their segregated account balances due to their CME clearing member becoming insolvent. Under the terms of the Fund, farmers and ranchers are eligible for up to $25,000 per participant. Farming and ranching cooperatives are eligible for up to $100,000 per cooperative. The Fund was established with a maximum of $100.0 million available for distribution to participants. Since its establishment, the Fund has made payments of approximately $2.0 million, which leaves $98.0 million available for future claims. If, at any time, payments due to participants were to exceed the amount remaining in the fund, payments would be pro-rated. Clearing members and customers must register with the company in advance and provide certain documentation in order to substantiate their eligibility. The company believes that its guarantee liability is immaterial and therefore has not recorded any liability at September 30, 2015.

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8. Accumulated Other Comprehensive Income

The following tables present changes in the accumulated balances for each component of other comprehensive income attributable to CME Group, including current period other comprehensive income and reclassifications out of accumulated other comprehensive income:

(in millions)	Investment Securities	Defined Benefit Plans	Derivative Investments	Foreign Currency Translation	Total
Balance at December 31, 2014	$(22.9)	$(31.3)	$62.6	$(2.2)	$6.2
Other comprehensive income before reclassifications and income tax benefit (expense)	(91.0)	(0.3)	(4.7)	(10.0)	(106.0)
Amounts reclassified from accumulated other comprehensive income	(3.4)	2.0	0.9	—	(0.5)
Income tax benefit (expense)	1.2	(0.6)	1.5	3.6	5.7
Net current period other comprehensive income attributable to CME Group	(93.2)	1.1	(2.3)	(6.4)	(100.8)
Balance at September 30, 2015	$(116.1)	$(30.2)	$60.3	$(8.6)	$(94.6)

(in millions)	Investment Securities	Defined Benefit Plans	Derivative Investments	Foreign Currency Translation	Total
Balance at December 31, 2013	$98.9	$(12.8)	$65.0	$0.9	$152.0
Other comprehensive income before reclassifications and income tax benefit (expense)	(10.7)	(3.2)	(1.1)	(2.7)	(17.7)
Amounts reclassified from accumulated other comprehensive income	—	0.2	—	—	0.2
Income tax benefit (expense)	(6.5)	1.1	0.4	1.0	(4.0)
Net current period other comprehensive income attributable to CME Group	(17.2)	(1.9)	(0.7)	(1.7)	(21.5)
Balance at September 30, 2014	$81.7	$(14.7)	$64.3	$(0.8)	$130.5

9. Fair Value Measurements

The company uses a three-level classification hierarchy of fair value measurements for disclosure purposes.

- Level 1 inputs, which are considered the most reliable evidence of fair value, consist of quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs consist of observable market data, such as quoted prices for similar assets and liabilities in active markets, or inputs other than quoted prices that are directly observable.
- Level 3 inputs consist of unobservable inputs which are derived and cannot be corroborated by market data or other entity-specific inputs.

Level 1 assets generally include U.S. Treasury securities and investments in publicly traded mutual funds with quoted market prices. In general, the company uses quoted prices in active markets for identical assets to determine the fair value of marketable securities and equity investments. If quoted prices are not available to determine fair value, the company uses other inputs that are directly observable.

Assets included in level 2 generally consist of asset-backed securities. Asset-backed securities were measured at fair value based on matrix pricing using prices of similar securities with similar inputs such as maturity dates, interest rates and credit ratings.

The company determined the fair value of its contingent consideration liability, considered a level 3 liability, using a discounted cash flow model to calculate the present value of future payouts. The liability was included in level 3 because management used significant unobservable inputs, including a discount rate of 20% and a payout probability of 100%. Significant changes in these inputs, in isolation, would result in a significantly different fair value.

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Financial assets and liabilities recorded in the consolidated balance sheet as of September 30, 2015 were classified in their entirety based on the lowest level of input that was significant to each asset or liability's fair value measurement. The following tables present financial instruments measured at fair value on a recurring basis:

	September 30, 2015			
(in millions)	Level 1	Level 2	Level 3	Total
Assets at Fair Value:				
Marketable securities:				
U.S. Treasury securities	$19.2	$—	$—	$19.2
Mutual funds	52.8	—	—	52.8
Equity securities	0.1	—	—	0.1
Asset-backed securities	—	0.3	—	0.3
Total Marketable Securities	72.1	0.3	—	72.4
Performance bonds and guaranty fund contributions:				
U.S. Treasury securities [1]	15,105.0	—	—	15,105.0
Equity investments	271.8	—	—	271.8
Total Assets at Fair Value	$15,448.9	$0.3	$—	$15,449.2
Liabilities at Fair Value:				
Contingent consideration	$—	$—	$0.4	$0.4
Total Liabilities at Fair Value	$—	$—	$0.4	$0.4

(1) Performance bonds and guaranty fund contributions on the consolidated balance sheet at September 30, 2015 include U.S. Treasury securities purchased with cash collateral.

There were no transfers of assets or liabilities between level 1, level 2 and level 3 during the first nine months of 2015. There were no level 3 assets valued at fair value on a recurring basis during the first nine months of 2015. The following is a reconciliation of level 3 liabilities valued at fair value on a recurring basis during the first nine months of 2015.

(in millions)	Contingent Consideration
Fair value of liability at December 31, 2014	$17.7
Realized and unrealized (gains) losses:	
Included in other expenses	1.4
Settlements	(18.7)
Fair value of liability at September 30, 2015	$0.4

There were no level 3 assets or level 3 liabilities valued at fair value on a nonrecurring basis during the first nine months of 2015.

The following presents the estimated fair values of long-term debt notes, which are carried at amortized cost on the consolidated balance sheets. The fair values, which are classified as level 2 under the fair value hierarchy, were estimated using quoted market prices. At September 30, 2015, the fair values were as follows:

(in millions)	Fair Value
$750.0 million fixed rate notes due September 2022, stated rate of 3.00%	$753.9
$750.0 million fixed rate notes due March 2025, stated rate of 3.00%	733.8
$750.0 million fixed rates notes due September 2043, stated rate of 5.30%	851.7

10. Earnings Per Share

Basic earnings per share is computed by dividing net income attributable to the company by the weighted average number of shares of all classes of CME Group common stock outstanding for each reporting period. Diluted earnings per share reflects the increase in shares using the treasury stock method to reflect the impact of an equivalent number of shares of common stock if stock options were exercised and restricted stock awards were converted into common stock. Anti-dilutive stock options, restricted stock and performance share awards were as follows for the periods presented:

	Quarter Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2015	2014	2015	2014
Stock options	432	1,461	432	1,463
Restricted stock and performance shares	—	700	538	700
Total	432	2,161	970	2,163

The following table presents the earnings per share calculation for the periods presented:

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net Income Attributable to CME Group (in millions)	$359.9	$290.0	$955.3	$820.6
Weighted Average Number of Common Shares (in thousands):				
Basic	336,323	334,424	336,015	334,144
Effect of stock options, restricted stock and performance shares	1,816	1,748	1,789	1,676
Diluted	338,139	336,172	337,804	335,820
Earnings per Common Share Attributable to CME Group:				
Basic	$1.07	$0.87	$2.84	$2.46
Diluted	1.06	0.86	2.83	2.44

11. Subsequent Events

The company has evaluated subsequent events through the date the financial statements were issued and has determined that there are no subsequent events that require disclosure.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is provided as a supplement to, and should be read in conjunction with the accompanying unaudited consolidated financial statements and notes in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2014.

References in this discussion and analysis to "we," "us" and "our" are to CME Group Inc. (CME Group) and its consolidated subsidiaries, collectively. References to "exchange" are to Chicago Mercantile Exchange Inc. (CME), Board of Trade of the City of Chicago, Inc. (CBOT), New York Mercantile Exchange, Inc. (NYMEX), Commodity Exchange, Inc. (COMEX), CME Clearing Europe Limited (CMECE) and CME Europe Limited (CME Europe), collectively, unless otherwise noted. The clearing houses include CME Clearing, which is the U.S. clearing house and a division of CME, and CMECE.

RESULTS OF OPERATIONS

Financial Highlights

The following summarizes significant changes in our financial performance for the periods presented.

	Quarter Ended September 30,			Nine Months Ended September 30,		
(dollars in millions, except per share data)	2015	2014	Change	2015	2014	Change
Total revenues	$850.3	$762.4	12 %	$2,513.0	$2,271.4	11 %
Total expenses	333.9	332.0	1	994.2	974.5	2
Operating margin	60.7 %	56.5 %		60.4 %	57.1 %	
Non-operating income (expense)	$—	$(1.3)	(92)	$(30.5)	$0.7	n.m.
Effective tax rate	30.3 %	32.4 %		35.8 %	36.8 %	
Net income attributable to CME Group	$359.9	$290.0	24	$955.3	$820.6	16
Diluted earnings per common share attributable to CME Group	1.06	0.86	23	2.83	2.44	16
Cash flows from operating activities				1,141.2	788.9	45

n.m. not meaningful

Revenues

	Quarter Ended September 30,			Nine Months Ended September 30,		
(dollars in millions)	2015	2014	Change	2015	2014	Change
Clearing and transaction fees	$715.0	$641.8	11 %	$2,105.0	$1,903.3	11 %
Market data and information services	99.5	87.7	13	300.3	266.7	13
Access and communication fees	21.6	20.8	4	64.4	61.6	5
Other	14.2	12.1	17	43.3	39.8	9
Total Revenues	$850.3	$762.4	12	$2,513.0	$2,271.4	11

Clearing and Transaction Fees

Futures and Options Contracts

The following table summarizes our total contract volume, revenue and average rate per contract for futures and options. Total contract volume includes contracts that are traded on our exchange and cleared through CME Clearing and certain cleared-only contracts. Volume is measured in round turns, which is considered a completed transaction that involves a purchase and an offsetting sale of a contract. Average rate per contract is determined by dividing total clearing and transaction fees by total contract volume. Contract volume and average rate per contract disclosures exclude credit default swaps and interest rate swaps. The credit default swaps and interest rate swaps are discussed in a later section.

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	Quarter Ended September 30,			Nine Months Ended September 30,			
	2015	2014	Change	2015	2014	Change	
Total contract volume (in millions)	920.6	863.4	7 %	2,689.1	2,492.6	8	%
Clearing and transaction fees (in millions)	$698.7	$626.3	12	$2,051.2	$1,861.6	10	
Average rate per contract	$0.759	$0.725	5	$0.763	$0.747	2	

We estimate the following increases in clearing and transaction fees based on changes in total contract volume and changes in average rate per contract for futures and options during the third quarter and first nine months of 2015 when compared with the same periods in 2014.

(in millions)	Quarter Ended	Nine Months Ended
Increases due to changes in total contract volume	$43.4	$149.9
Increases due to changes in average rate per contract	29.0	39.7
Increases in clearing and transaction fees	$72.4	$189.6

Average rate per contract is impacted by our rate structure, including volume-based incentives; product mix; trading venue, and the percentage of volume executed by customers who are members compared with non-member customers. Due to the relationship between average rate per contract and contract volume, the change in clearing and transaction fees attributable to changes in each is only an approximation.

Contract Volume

The following table summarizes average daily contract volume. Contract volume can be influenced by many factors, including political and economic conditions, the regulatory environment and market competition.

	Quarter Ended September 30,			Nine Months Ended September 30,			
(amounts in thousands)	2015	2014	Change	2015	2014	Change	
Average Daily Volume by Product Line:							
Interest rate	6,658	7,181	(7)%	6,930	6,861	1	%
Equity	3,287	2,586	27	2,808	2,644	6	
Foreign exchange	855	797	7	903	750	20	
Agricultural commodity	1,266	1,058	20	1,287	1,103	17	
Energy	1,965	1,562	26	1,949	1,573	24	
Metal	353	309	14	351	328	7	
Aggregate average daily volume	14,384	13,493	7	14,228	13,259	7	
Average Daily Volume by Venue:							
Electronic	12,620	11,627	9	12,444	11,404	9	
Open outcry	1,111	1,208	(8)	1,168	1,162	—	
Privately negotiated	653	658	(1)	616	693	(11	)
Aggregate average daily volume	14,384	13,493	7	14,228	13,259	7	
Electronic Volume as a Percentage of Total Volume	88 %	86 %		87 %	86 %		

Overall futures and options contract volume increased in the third quarter and first nine months of 2015 when compared with the same periods in 2014. We believe global market concerns and considerable uncertainty have resulted in increased volatility in equity and foreign exchange markets, leading to increases in volumes. European debt concerns and quantitative easing by the European Central Bank contributed to the strengthening of the U.S. dollar compared with most major currencies. Additionally, the deceleration of the Chinese economy in the third quarter resulted in high volatility within equity markets. This deceleration has also resulted in lower than expected Chinese demand for raw materials, such as copper. As volatility returns, investors have turned to precious metals as a safe

haven alternative to the volatile equity markets.

Additionally, large amounts of rain due to changing weather patterns caused by El Nino during 2015 created concerns over planting delays for agricultural commodity products in the United States. We believe this resulted in increases in price volatility across the sector, which has led to increases in overall agricultural commodity contract volumes.

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Crude oil markets continue to show considerable uncertainty regarding the direction of future oil prices. The oversupply of crude oil that began in 2014 continues to weigh on oil prices, while inconsistent drilling data has caused additional volatility and uncertainty. As a result, we believe the additional volatility led to increases in overall energy contract volumes.

Mixed economic indicators have led to lower market expectations of near-term changes in U.S. interest rates. As a result, interest rate volatility continued to taper off in the second and third quarters of 2015 after a strong first quarter, resulting in declines in interest rate volumes.

Interest Rate Products

The following table summarizes average daily contract volume for our key interest rate products. Eurodollar Front 8 futures include contracts expiring in two years or less. Eurodollar Back 32 futures include contracts with expirations after two years through ten years.

	Quarter Ended September 30,			Nine Months Ended September 30,		
(amounts in thousands)	2015	2014	Change	2015	2014	Change
Eurodollar futures and options:						
Front 8 futures	1,544	1,619	(5)%	1,640	1,502	9 %
Back 32 futures	692	1,082	(36)	760	1,046	(27)
Options	959	919	4	926	841	10
U.S. Treasury futures and options:						
10-Year	1,548	1,671	(7)	1,701	1,683	1
5-Year	829	914	(9)	846	888	(5)
Treasury bond	362	437	(17)	377	418	(10)
2-Year	346	308	12	358	281	27

Overall interest rate contract volume decreased in the third quarter of 2015 when compared with the same period in 2014 largely due to a decline in longer dated interest rate contract volume. As market participants anticipated a potential change in interest rates in the near term in 2015, we believe they shifted their focus from Back 32 Eurodollar futures and longer dated U.S. Treasury futures and options to shorter term products, including the 2-year U.S. Treasury futures and options. While interest rate volatility remained high in early 2015, changes in macroeconomic factors and a shift from the first quarter's expectations regarding the Federal Reserve interest rate policy change lowered interest rate volatility throughout the second and third quarters of 2015. As a result, overall interest rate contract volume remained relatively flat in the first nine months of 2015 when compared with the same period in 2014.

Equity Products

The following table summarizes average daily contract volume for our key equity products.

	Quarter Ended September 30,			Nine Months Ended September 30,		
(amounts in thousands)	2015	2014	Change	2015	2014	Change
E-mini S&P 500 futures and options	2,593	2,035	27 %	2,208	2,057	7 %
E-mini NASDAQ 100 futures and options	315	278	13	274	301	(9)

Overall equity contract volumes increased in the third quarter and first nine months of 2015 when compared with the same period in 2014 due to overall high market volatility, as measured by the CBOE Volatility Index and CBOE Nasdaq-100 Volatility Index. Global economic events led by a deceleration of the Chinese economy in the third quarter of 2015 resulted in periods of high volatility within equity markets. The E-mini NASDAQ contracts did not benefit from macro-level events or increased general market volatility to the same extent as the E-mini S&P 500 because the E-mini NASDAQ contract generally hedges different market risks.

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Foreign Exchange Products

The following table summarizes average daily contract volume for our key foreign exchange products.

	Quarter Ended September 30,				Nine Months Ended September 30,			
(amounts in thousands)	2015	2014	Change		2015	2014	Change	
Euro	279	231	21	%	319	219	46	%
Japanese yen	162	144	13		159	144	10	
British pound	101	120	(16	)	112	113	(1	)
Australian dollar	101	105	(3	)	103	91	13	
Canadian dollar	79	65	22		76	64	19	

Foreign exchange contract volumes increased in the third quarter and first nine months of 2015 when compared with the same periods in 2014 due to quantitative easing and debt concerns in Europe, global economic uncertainty, geopolitical events as well as a strengthening U.S. dollar throughout 2015. We believe these factors led to increases in exchange rate volatility across major currencies, which resulted in higher contract volumes. The increases in foreign exchange contract volumes in the third quarter and first nine months of 2015 were partially offset by decreases in British pound contract volumes due to higher volatility in the third quarter of 2014 caused by a Scottish referendum.

Agricultural Commodity Products

The following table summarizes average daily contract volume for our key agricultural commodity products.

	Quarter Ended September 30,				Nine Months Ended September 30,			
(amounts in thousands)	2015	2014	Change		2015	2014	Change	
Corn	448	321	40	%	436	356	23	%
Soybean	266	249	7		283	243	16	
Wheat	174	135	29		190	154	23	
Soybean oil	117	92	27		118	98	20	

Agricultural commodity product volumes increased in the third quarter and first nine months of 2015 when compared with the same periods in 2014 due to changes in weather patterns caused by El Niño. Increases in rainfall across the United States during the second and third quarters of 2015 resulted in concerns over planting delays in 2015, which we believe led to increases in volatility within the agricultural commodity markets.

Energy Products

The following table summarizes average daily contract volume for our key energy products.

	Quarter Ended September 30,				Nine Months Ended September 30,			
(amounts in thousands)	2015	2014	Change		2015	2014	Change	
WTI crude oil	1,001	719	39	%	1,000	680	47	%
Natural gas	414	383	8		450	449	—	
Refined products	323	294	10		327	289	13	
Brent crude oil	110	91	21		112	73	53	

Overall energy contract volumes increased in the third quarter and first nine months of 2015 when compared with the same periods in 2014 largely due to increases in crude oil trading caused by increased volatility, which we believe resulted from a continuing shift in crude oil supply that began in the fourth quarter of 2014. Additionally, refined products and natural gas contract volumes increased largely due to higher price volatility in the underlying markets.

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Metal Products

The following table summarizes average daily volume for our key metal products.

	Quarter Ended September 30,				Nine Months Ended September 30,			
(amounts in thousands)	2015	2014	Change		2015	2014	Change	
Gold	205	177	16	%	202	187	8	%
Copper	68	54	26		68	58	17	
Silver	57	56	1		60	63	(5	)

We believe that the market's reaction to the Federal Reserve's ongoing delay in interest rate increases resulted in volatility, causing an increase in gold contract volumes in the third quarter and first nine months of 2015 when compared with the same period of 2014. During 2015, investors turned to gold and other precious metals as a safe haven alternative to the volatile equity markets.

Average Rate per Contract

The average rate per contract increased in the third quarter and first nine months of 2015 when compared with the same periods in 2014 due to shifts in the relative mix of product volume. Agricultural commodity and energy contract volumes, when measured as a percentage of total volume, collectively increased by 3 percentage points in the third quarter of 2015, while interest rate contract volume decreased 7 percentage points. Energy, foreign exchange and agricultural commodity contract volumes, when measured as a percentage of total volume, collectively increased by 3 percentage points in the first nine months of 2015, while interest rate contract volume decreased 3 percentage points. Energy, foreign exchange and agricultural commodity contracts have a higher average rate per contract compared with interest rate contracts.

Cleared-only Swap Contracts

Clearing and transaction fees as presented on the consolidated statements of income include revenues for our cleared-only interest rate swap and credit default swap contracts. In the third quarter of 2015 and 2014, clearing and transaction fees generated from these contracts were $16.3 million and $15.5 million, respectively. In the first nine months of 2015 and 2014, clearing and transaction fees generated from these contracts were $53.8 million and $41.5 million, respectively. The increases in revenues were largely attributable to increased sales efforts centered around customer education.

Concentration of Revenue

We bill a substantial portion of our clearing and transaction fees directly to our clearing firms. The majority of clearing and transaction fees received from clearing firms represent charges for trades executed and cleared on behalf of their customers. One firm represented 13% of our clearing and transaction fees in the first nine months of 2015. Should a clearing firm withdraw, we believe that the customer portion of the firm’s trading activity would likely transfer to another clearing firm of the exchange. Therefore, we do not believe we are exposed to significant risk from the ongoing loss of revenue received from or through a particular clearing firm.

Other Sources of Revenue

The increases in market data and information services revenues in the third quarter and first nine months of 2015 when compared with the same periods in 2014 were attributable to the reduction of fee waivers for existing customers beginning in 2015. The increases were partially offset by declines in market data subscriber counts attributable to screen count usage adjustments by customer firms as a result of the new market data pricing policies.

The two largest resellers of our market data represented approximately 44% of our market data and information services revenue in the first nine months of 2015. Despite this concentration, we consider exposure to significant risk of revenue loss to be minimal. In the event that one of these vendors no longer subscribes to our market data, we believe the majority of that vendor’s customers would likely subscribe to our market data through another reseller. Additionally, several of our largest institutional customers that utilize services from our two largest resellers report usage and remit payment of their fees directly to us.

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Expenses

(dollars in millions)	Quarter Ended September 30, 2015	2014	Change	Nine Months Ended September 30, 2015	2014	Change
Compensation and benefits	$136.4	$132.1	3 %	$419.2	$407.3	3 %
Communications	7.1	7.8	(10)	21.3	24.3	(12)
Technology support services	15.4	13.8	11	47.1	42.3	11
Professional fees and outside services	33.8	32.2	5	90.6	99.3	(9)
Amortization of purchased intangibles	24.9	25.3	(1)	74.8	75.7	(1)
Depreciation and amortization	32.4	32.7	(1)	97.5	101.1	(3)
Occupancy and building operations	23.1	24.7	(6)	69.4	71.1	(2)
Licensing and other fee agreements	33.1	25.5	29	92.5	80.2	15
Other	27.7	37.9	(27)	81.8	73.2	12
Total Expenses	$333.9	$332.0	1	$994.2	$974.5	2

Operating expenses increased by $1.9 million and $19.7 million in the third quarter and first nine months of 2015, respectively, when compared with the same periods in 2014. The following table shows the estimated impacts of key factors resulting in changes in operating expenses:

(dollars in millions)	Quarter Ended, September 30, 2015 Amount of Change	Change as a Percentage of Total Expenses	Nine Months Ended, September 30, 2015 Amount of Change	Change as a Percentage of Total Expenses
MF Global bankruptcy claim	$—	— %	$14.5	2 %
Reorganization costs and voluntary exit incentive plan	13.6	4	14.0	2
License and other fee agreements	7.4	2	12.3	1
Real estate taxes and fees	—	—	10.0	1
Bonus expense	6.8	2	8.5	1
Stock-based compensation	(3.6)	(1)	4.3	—
Foreign currency exchange rate fluctuation	(5.6)	(1)	1.8	—
Non-qualified deferred compensation plan	(3.3)	(1)	(3.8)	—
Salaries, benefits and employer taxes	(6.8)	(2)	(15.0)	(2)
Other expenses, net	(6.6)	(2)	(26.9)	(3)
Total increase	$1.9	1 %	$19.7	2 %

Increases in overall operating expenses in the third quarter and first nine months of 2015 when compared with the same periods in 2014 were as follows:

- In the second quarter of 2014, we recognized our claim from the MF Global bankruptcy filing, which occurred in the fourth quarter of 2011, as a reduction of other expenses.
- In 2015, we recognized severance and other costs related to the closing of the trading floor in the second quarter and a reorganization in the third quarter. In the second quarter of 2014, we recognized expenses associated with our voluntary exit incentive plan.
- An increase in licensing and other fee sharing agreements expense in the third quarter and first nine months of 2015 when compared with the same periods in 2014 resulted from higher volumes for equity contracts as well as higher revenue for interest rate swap products.
- In the second quarter of 2015, we recognized additional real estate taxes and fees related to the transfer of the ownership of the NYMEX building, which was acquired in 2008 and sold in 2013.
- Bonus expense increased due to performance relative to our 2015 cash earnings target when compared with 2014 performance relative to our 2014 cash earnings target.
- Performance awards based on company performance that were issued as part of our stock-based compensation program resulted in an increase in stock-based compensation expense in the first nine months of 2015 when compared

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with the same period in 2014. This increase was partially offset by a decrease in stock-based compensation expense in the third quarter of 2015 due to higher forfeitures resulting from the reorganizations.

Increases in overall operating expenses in the third quarter and first nine months of 2015 when compared with the same periods in 2014 were partially offset by decreases as follows:

- In the third quarter of 2015, we recognized a net foreign currency loss of $7.2 million, compared with a net loss of $12.8 million in the third quarter of 2014. The reduction in net loss was due to a favorable change in exchange rates on foreign cash balances. Gains and losses from exchange rate fluctuations primarily result when subsidiaries with a U.S. dollar functional currency hold cash as well as certain other monetary assets and liabilities denominated in foreign currencies. We expect to continue to incur gains and losses from exchange rate fluctuations.
- A decrease in our non-qualified deferred compensation liability, the impact of which does not affect net income because of an equal and offsetting change in investment income, contributed to a decrease in operating expenses.
- Compensation and benefits expenses decreased as a result of declines in average headcount largely related to reorganizations announced in the fourth quarter of 2014 and the third quarter of 2015 as well as the closing of the trading floor in the second quarter of 2015.
- Overall operating expenses decreased in the third quarter and first nine months of 2015 due to continued efforts towards overall expense reductions.

Non-Operating Income (Expense)

	Quarter Ended September 30,			Nine Months Ended September 30,		
(dollars in millions)	2015	2014	Change	2015	2014	Change
Investment income	$2.5	$7.4	(65)%	$26.7	$25.7	4 %
Gains (losses) on derivative investments	—	—	—	(1.8)	—	n.m.
Interest and other borrowing costs	(28.3)	(28.7)	(1)	(88.5)	(90.7)	(2)
Equity in net earnings (losses) of unconsolidated subsidiaries	26.6	20.0	33	75.1	63.9	18
Other non-operating income (expense)	(0.8)	—	n.m.	(42.0)	1.8	n.m.
Total Non-Operating	$—	$(1.3)	(92)	$(30.5)	$0.7	n.m.

n.m. not meaningful

The overall decrease in investment income in the third quarter of 2015 when compared with the same period in 2014 was largely due to higher losses on marketable securities related to our non-qualified deferred compensation plan. Gains and losses from securities in the non-qualified deferred compensation plan are offset by an equal amount of compensation and benefits expense. Additionally, we recognized a net loss of $2.5 million on the sale of 3.9 million shares of our investment in BM&FBOVESPA S.A. (BM&FBOVESPA) in the third quarter of 2015. In the first nine months of 2015, we recognized a net gain of $3.4 million on sales of 18.2 million shares of our investment in BM&FBOVESPA. The overall increase in investment income in the first nine months of 2015 was partially offset by a net loss on marketable securities related to our non-qualified deferred compensation plan.

The following table shows the key impacts in the overall decreases in interest expense and other borrowing costs in the third quarter and first nine months of 2015 when compared with the same periods in 2014:

	Quarter Ended September 30,			Nine Months Ended September 30,		
	2015	2014	Change	2015	2014	Change
Weighted average borrowings outstanding (in millions)	$2,250.0	$2,112.5	$137.5	$2,283.4	$2,236.6	$46.8
Weighted average effective yield	3.71 %	4.15 %	(0.44)%	3.83 %	4.24 %	(0.41)%
Average cost of borrowings [1]	3.86	4.36	(0.50)	4.05	4.42	(0.37)

(1) Average cost of borrowings includes interest, the effective portion of interest rate hedges, discount accretion and debt issuance costs. Commitment fees on line of credit agreements are not included in the average cost of borrowings.

In February 2014, we repaid the $750.0 million 5.75% notes due February 2014, and in April 2015, we repurchased the $612.5 million 4.40% notes due March 2018. In March 2015, we issued $750.0 million 3.0% notes due March 2025. These transactions decreased weighted average effective yield and average cost of borrowings for the third quarter and first nine

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months of 2015 when compared with the same periods in 2014. The decreases in interest expense and other borrowing costs caused by a decline in average effective yield and average cost of borrowings were partially offset by increases in weighted average borrowings outstanding in the third quarter and first nine months of 2015 when compared to the same periods in 2014, which resulted from these transactions.

Higher income generated from our S&P/Dow Jones Indices LLC business venture contributed to increases in equity in net earnings (losses) of unconsolidated subsidiaries in the third quarter and first nine months of 2015 when compared with the same periods in 2014.

In April 2015, we repurchased the $612.5 million 4.40% notes due 2018 and paid a call premium of $60.5 million. As a result of the transaction, we recognized debt prepayment costs of $61.8 million, including the call premium, as other non-operating income (expense). In the first quarter of 2015, we received a termination fee, net of the portion paid to outside advisers, related to our proposed acquisition of GFI Group Inc. (GFI Group), which was also classified as other non-operating income (expense).

Income Tax Provision

The following table summarizes the effective tax rates for the periods presented:

	2015		2014	
Quarter Ended September 30	30.3	%	32.4	%
Nine Months Ended September 30	35.8		36.8	

In the third quarter and first nine months of 2015 when compared with the same periods in 2014, the effective tax rates were lower because the deferred income tax benefit resulting from remeasurement of the state and local deferred income tax balances was higher in the third quarter of 2015 compared with similar benefits arising from remeasurement and audit settlements recognized in the third quarter of 2014.

The effective tax rate in the first nine months of 2015 also included additional deferred tax expense recognized due to a state and local income tax law change in the second quarter of 2015.

Liquidity and Capital Resources

Sources and Uses of Cash. Net cash provided by operating activities increased in the first nine months of 2015 when compared with the same period of 2014. The increase in net cash provided by operating activities was largely attributable to increases in clearing and transaction fees and market data revenues. Net cash used in investing activities decreased in the first nine months of 2015 when compared with the same period of 2014 largely due to proceeds from the sale of shares of our investment in BM&FBOVESPA. Cash used in financing activities was lower in the first nine months of 2015 when compared with the same period in 2014. The decrease was attributable to the issuance of $750.0 million fixed rate notes due March 2025 in the first quarter of 2015, partially offset by the repayment of the $612.5 million fixed rate notes due March 2018 and payment of the call premium in the second quarter of 2015. In the first quarter of 2014, we repaid the $750.0 million fixed rate notes due February 2014.

Debt Instruments. The following table summarizes our debt outstanding at September 30, 2015:

(in millions)	Par Value
Fixed rate notes due September 2022, stated rate of 3.00% [1]	$750.0
Fixed rate notes due March 2025, stated rate of 3.00% [2]	750.0
Fixed rate notes due September 2043, stated rate of 5.30% [3]	750.0

(1) In August 2012, we entered into a forward-starting interest rate swap agreement that modified the interest obligation associated with these notes so that the interest payable effectively became fixed at a rate of 3.32%.

(2) In December 2014, we entered into a forward-starting interest rate swap agreement that modified the interest obligation associated with these notes so that the interest payable effectively became fixed at a rate of 3.11%

(3) In August 2012, we entered into a forward starting interest rate swap agreement that modified the interest obligation associated with these notes so that the interest payable effectively became fixed at a rate of 4.73%.

We maintain a $2.3 billion multi-currency revolving senior credit facility with various financial institutions, which matures in March 2020. The proceeds from this facility can be used for general corporate purposes, which includes providing liquidity for our clearing houses in certain circumstances at CME Group's discretion and, if necessary, for maturities of commercial paper. As long as we are not in default under this facility, we have the option to increase it up to $3.0 billion with the consent of the agent and lenders providing the additional funds. This facility is voluntarily

pre-payable from time to time without premium or

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penalty. Under this facility, we are required to remain in compliance with a consolidated net worth test, which is defined as our consolidated shareholders' equity at December 31, 2014, giving effect to share repurchases made and special dividends paid during the term of the agreements (and in no event greater than $2.0 billion in aggregate), multiplied by 0.65. We currently do not have any borrowings outstanding under this facility.

We maintain a 364-day multi-currency revolving secured credit facility with a consortium of domestic and international banks to be used in certain situations by CME Clearing. The facility provides for borrowings of up to $7.0 billion. We may use the proceeds to provide temporary liquidity in the unlikely event of a clearing firm default, in the event of a liquidity constraint or default by a depositary (custodian for our collateral), or in the event of a temporary disruption with the domestic payments system that would delay payment of settlement variation between us and our clearing firms. CME clearing firm guaranty fund contributions received in the form of cash or U.S. Treasury securities as well as the performance bond assets of a defaulting firm can be used to collateralize the facility. At September 30, 2015, guaranty funds available to collateralize the facility totaled $7.4 billion. We have the option to request an increase in the line from $7.0 billion to $10.0 billion. Our 364-day facility contains a requirement that CME remain in compliance with a consolidated tangible net worth test, defined as CME consolidated shareholder's equity less intangible assets (as defined in the agreement), of not less than $800.0 million. We currently do not have any borrowings outstanding under this facility.

The indentures governing our fixed rate notes, our $2.3 billion multi-currency revolving senior credit facility and our 364-day multi-currency revolving secured credit facility for $7.0 billion do not contain specific covenants that restrict the ability to pay dividends. These documents, however, do contain other customary financial and operating covenants that place restrictions on the operations of the company that could indirectly affect the ability to pay dividends.

At September 30, 2015, we have excess borrowing capacity for general corporate purposes of approximately $2.3 billion under our multi-currency revolving senior credit facility.

At September 30, 2015, we were in compliance with the various covenant requirements of all our debt facilities.

CME Group, as a holding company, has no operations of its own. Instead, it relies on dividends declared and paid to it by its subsidiaries in order to provide the funds which it uses to pay dividends to its shareholders.

To satisfy our performance bond obligation with Singapore Exchange Limited, we may pledge CME-owned U.S. Treasury securities in lieu of, or in combination with, irrevocable letters of credit. At September 30, 2015, the letters of credit totaled $710.0 million.

The following table summarizes our credit ratings at September 30, 2015:

Rating Agency	Short-Term Debt Rating	Long-Term Debt Rating	Outlook
Standard & Poor’s	A1+	AA-	Stable
Moody’s Investors Service	P1	Aa3	Stable

Given our cash flow generation, our ability to pay down debt levels and our ability to refinance existing debt facilities if necessary, we expect to maintain an investment grade rating. If our ratings are downgraded below investment grade due to a change of control, we are required to make an offer to repurchase our fixed rate notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest.

Liquidity and Cash Management. Cash and cash equivalents totaled $1.4 billion at September 30, 2015 and December 31, 2014. The balance retained in cash and cash equivalents is a function of anticipated or possible short-term cash needs, prevailing interest rates, our investment policy and alternative investment choices. A majority of our cash and cash equivalents balance is invested in money market mutual funds that invest only in U.S. Treasury securities or U.S. government agency securities. Our exposure to credit and liquidity risk is minimal given the nature of the investments. Cash that is not available for general corporate purposes because of regulatory requirements or other restrictions is classified as restricted cash and is included in other current assets or other assets in the consolidated balance sheets.

Net current deferred tax assets of $29.2 million and $24.4 million were included in other current assets at September 30, 2015 and December 31, 2014, respectively. Total net current deferred tax assets are primarily attributable to stock-based compensation and accrued expenses.

Net long-term deferred tax liabilities were $7.3 billion at September 30, 2015 and December 31, 2014. Net deferred tax liabilities are principally the result of purchase accounting for intangible assets in our various mergers, including CBOT Holdings, Inc. and NYMEX Holdings, Inc.

Valuation allowances of $137.2 million and $99.2 million have been provided on deferred tax assets at September 30, 2015 and December 31, 2014, respectively. At September 30, 2015 and December 31, 2014, valuation allowances were related to certain

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domestic net operating losses, foreign net operating losses as well as built in capital losses for which we do not believe that we currently meet the more-likely-than-not-threshold for recognition.

Regulatory Requirements. CME is regulated by the U.S. Commodity Futures Trading Commission (CFTC) as a U.S. Derivatives Clearing Organization (DCO). DCOs are required to maintain capital, as defined by the CFTC, in an amount at least equal to one year of projected operating expenses as well as cash, liquid securities, or a line of credit at least equal to six months of projected operating expenses. CME was designated by the Financial Stability Oversight Council as a systemically important DCO under Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. As a result, CME must comply with the requirements for financial resources and liquidity resources. CME is in compliance with all DCO financial requirements.

CME, CBOT, NYMEX and COMEX are regulated by the CFTC as Designated Contract Markets (DCM). DCMs are required to maintain capital, as defined by the CFTC, in an amount at least equal to one year of projected operating expenses as well as cash, liquid securities or a line of credit at least equal to six months of projected operating expenses. Our DCMs are in compliance with all DCM financial requirements.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued a new standard on revenue recognition that replaces numerous, industry-specific requirements and converges U.S. accounting with International Financial Reporting Standards. The new standard introduces a framework for recognizing revenue that focuses on the transfer of control rather than risks and rewards. The new standard also requires significant additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments, changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The new standard was intended to become effective in the first annual period beginning after December 15, 2016, but in August 2015, FASB extended the deadline by one year. This guidance may be adopted using one of two transition methods, which we are still evaluating along with the impact of the new standard on our consolidated financial statements.

In April 2015, the FASB issued a standards update that changes the presentation of debt issuance costs. The update requires entities to present debt issuance costs related to a recognized debt liability as a deduction from the carrying value of the debt liability. The update, which applies retrospectively upon adoption, is effective for reporting periods beginning after December 15, 2015. Early adoption is allowed. Adoption of the update will change the presentation of debt issuance costs and the carrying value of debt in our consolidated balance sheets. Adoption of the update is considered a change in accounting policy and will be disclosed accordingly. We believe the change in presentation will be immaterial to our consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to various market risks, including those caused by changes in interest rates, credit, foreign currency exchange rates and equity prices. There have not been material changes in our exposure to market risk since December 31, 2014. Refer to Item 7A. of CME Group’s Annual Report on Form 10-K for the year ended December 31, 2014 for additional information.

ITEM 4. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

(b) Changes in Internal Control Over Financial Reporting. As required by Rule 13a-15(d) under the Exchange Act, the company’s management, including the company’s Chief Executive Officer and Chief Financial Officer, have evaluated the company’s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to determine whether any changes occurred during the quarter covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, the company’s internal control over financial reporting. There were no changes in the company’s internal control over financial reporting during the period covered

by this quarterly report that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See “Legal and Regulatory Matters” in Note 6. Contingencies to the Consolidated Financial Statements for updates to CME Group’s existing legal proceedings disclosure which is incorporated herein by reference. Note 6. Contingencies includes updates to the legal proceedings disclosed in the company’s Annual Report on Form 10-K, filed with the SEC on February 26, 2015.

ITEM 1A. RISK FACTORS

There have been no material updates to the Risk Factors disclosure included in the company’s Annual Report on Form 10-K, filed with the SEC on February 26, 2015. In addition to the other information contained in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in our Annual Report on Form 10-K, which are the risks that we believe are material at this time. These risks could materially and adversely affect our business, financial condition and results of operations. These risks and uncertainties are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business in the future.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Issuer Purchases of Equity Securities

Period	(a) Total Number of Class A Shares Purchased (1)	(b) Average Price Paid Per Share	(c) Total Number of Class A Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Value) that May Yet Be Purchased Under the Plans or Programs (in millions)
July 1 to July 31	873	$ 99.43	—	$—
August 1 to August 31	1,867	93.97	—	—
September 1 to September 30	153,558	95.01	—	—
Total	156,298	$ 95.02	—	

(1) Shares purchased consist of an aggregate of 156,298 shares of Class A common stock surrendered in the third quarter of 2015 to satisfy employees’ tax obligations upon the vesting of restricted stock.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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ITEM 6. EXHIBITS

10.1*	Amendment to the Recognition and Retention Plan for Members of the COMEX Division of the New York Mercantile Exchange, dated October 22, 2015.
31.1	Section 302 Certification—Phupinder S. Gill
31.2	Section 302 Certification—John W. Pietrowicz
32.1	Section 906 Certification
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Management contract or compensatory plan or arrangement.

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 thereunto duly authorized.

CME Group Inc.
(Registrant)

Dated: November 6, 2015

By: /s/ John W. Pietrowicz
Chief Financial Officer & Senior Managing Director Finance

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