

Tilly Edward T
Form 4
February 14, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tilly Edward T

(Last) (First) (Middle)

C/O CBOE GLOBAL MARKETS,
INC., 400 SOUTH LASALLE
STREET

(Street)

CHICAGO, IL 60605

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Cboe Global Markets, Inc. [CBOE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

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)

Chairman, President and CEO

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 | 02/12/2019 | | A ⁽¹⁾ | | 41,928 | A | \$ 0 |
| | | | | | 143,926 | ⁽²⁾ | D |
| Common Stock | 02/12/2019 | | F ⁽³⁾ | | 16,977 | D | \$ 94 |
| | | | | | 126,949 | | D |

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

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information contained in this form are not
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(9-02)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| Tilly Edward T C/O CBOE GLOBAL MARKETS, INC. 400 SOUTH LASALLE STREET CHICAGO, IL 60605 | X | | Chairman, President and CEO | |

Signatures

/s/ Patrick Sexton,
attorney-in-fact

02/14/2019

__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) Represents shares of the Issuer's common stock issued to the Reporting Person pursuant to the vesting of the restricted stock unit awards - performance based ("PSUs") that were awarded to the Reporting Person on February 19, 2016. The issuance was based on the level of achievement by the Issuer of certain pre-established performance metrics for the performance period January 1, 2016 to December 31, 2018 as certified by the Compensation Committee on February 12, 2019.

(2) Reflects 2 additional shares withheld to satisfy tax withholding obligations that arose upon prior vesting. On February 16, 2018, the reporting person filed a Form 4 reporting that 10,696 shares were withheld to satisfy tax withholding obligations. Due to administrative error, this number was incorrectly reported. The correct number of shares withheld to satisfy tax withholding obligations was 10,698.

(3) Represents shares of the Issuer's common stock withheld to satisfy the Issuer's tax withholding obligation upon the vesting of PSUs and the issuance of the underlying shares of the Issuer's common stock.

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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