

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC  
Form S-8 POS  
April 12, 2004

As filed with the Securities and Exchange Commission on April 12, 2004

Registration No. 333-104804

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### Post-Effective Amendment No. 2

To

### FORM S-8

### REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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## CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

(Exact name of registrant as specified in its charter)

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Delaware

(State or other jurisdiction of  
incorporation or organization)

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36-4459170

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

20 South Wacker Drive

Chicago, Illinois 60606

(312) 930-1000

(Address of Principal Executive Offices)

**Agreement between**

**Chicago Mercantile Exchange Holdings Inc. and**

**James J. McNulty**

**(Full Title of Plan)**

**Kathleen M. Cronin, Esq.**

**Managing Director, General Counsel and Corporate Secretary**

**Chicago Mercantile Exchange Holdings Inc.**

**20 South Wacker Drive**

**Chicago, Illinois 60606**

**(312) 930-1000**

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

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Shares</b>	<b>Amount To</b>	<b>Proposed Maximum Offering Price</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
<b>To Be Registered</b>	<b>Be Registered (1)</b>	<b>Per Share (2)</b>		
Class A Common Stock, par value \$.01 per share (including rights to acquire Series A Junior Participating Preferred Stock pursuant to our rights plan)	100,000	\$110.46	\$11,046,000	\$1,400

- (1) Represents shares of our Class A common stock issuable upon exercise of a portion of the Class B portion of the option Mr. McNulty received under his employment agreement, together with an indeterminate number of shares of our Class A common stock that may become issuable under Mr. McNulty's employment agreement as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of our Class A common stock. In accordance with Rule 416 under the Securities Act of 1933, as amended, such indeterminate number of additional shares as may be issuable as a result of such adjustments are also registered hereby.
  - (2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rule 457(c) of the Securities Act of 1933, as amended, based on the average of the high and low prices of our Class A common stock on April 8, 2004, as reported on the New York Stock Exchange.
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**Explanatory Note**

This Post-Effective Amendment No. 2 ( Amendment No. 2 ) to the Registration Statement on Form S-8 (Registration No. 333-104804) (the Original Registration Statement ), as amended by Post-Effective Amendment No. 1 ( Amendment No. 1), of Chicago Mercantile Exchange Holdings Inc., a Delaware corporation (the Company ), is being filed by the Company to register an additional 100,000 shares of the Company's Class A common stock, par value \$.01 per share, issuable pursuant to the exercise of a portion of the Class B portion of the option granted to the Company's former Chief Executive Officer under his employment agreement.

**Incorporation of Prior Registration Statement by Reference**

The Company hereby incorporates by reference into this Amendment No. 2 the contents of the Original Registration Statement and Amendment No. 1.

**Part II**

**Information Required in the Registration Statement**

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Kathleen M. Cronin, Managing Director, General Counsel and Corporate Secretary.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Kathleen M. Cronin (included in Exhibit 5.1).
24.1*	Power of Attorney.

\* The Power of Attorney for Craig S. Donohue is included on the signature page of this Amendment No. 2. All other Powers of Attorney were previously filed in the Original Registration Statement.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Original Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on April 12, 2004.

**CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.**

By: /s/ KATHLEEN M. CRONIN

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Kathleen M. Cronin

Managing Director, General Counsel and

Corporate Secretary

**Power of Attorney**

KNOW ALL PERSONS BY THESE PRESENTS, that Craig S. Donohue whose signature appears below constitutes and appoints Phupinder S. Gill, David G. Gomach and Kathleen M. Cronin, and each of them, his true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Original Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

**Signature**

**Title**

/s/ CRAIG S. DONOHUE

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Chief Executive Officer and Director

Craig S. Donohue

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Original Registration Statement has been signed by the following persons in the capacities indicated below on April 12, 2004.

**Signature**

**Title**

/s/ CRAIG S. DONOHUE

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Chief Executive Officer and Director

Craig S. Donohue

\*

Chairman of the Board and Director

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Terrence A. Duffy

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*	Managing Director and Chief Financial Officer
David G. Gomach	
*	Managing Director and Chief Accounting Officer
Nancy W. Goble	
*	Director
Timothy R. Brennan	
*	Director
Martin J. Gepsman	
*	Director
Daniel R. Glickman	
*	Director
Scott Gordon	
*	Director
Bruce F. Johnson	
*	Director
Gary M. Katler	
*	Director
Patrick B. Lynch	
*	Director
Leo Melamed	
*	Director
William P. Miller II	
*	Director
John D. Newhouse	
*	Director
James E. Oliff	
*	Director

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William G. Salatich

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Director

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John F. Sandner

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Director

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Terry L. Savage

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\* Director

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Myron S. Scholes

\* Director

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William R. Shepard

\* Director

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Howard J. Siegel

\* Director

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David J. Wescott

\* By:           /s/ KATHLEEN M. CRONIN          

Kathleen M. Cronin,

as attorney-in-fact

#### Index to Exhibits

#### Exhibit

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